THE SUPERIOR SPIDER-MAN®

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RAMOS

MARVEL NOW!

STEGMAN
OLAZABA

A TROUBLED MIND

THE SUPERIOR SPIDER-MAN

TROUBLED MIND

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JOKING HAZARD

ScrewballandJester @screwballed
Jext alert: New target acquired.

ScrewballandJester @screwballed
Go to SCREWBALLED.COM now!

ScrewballandJester @screwballed
Live Jexting in 30 seconds—from the steps of City Hall!

...SO I SAY USE A *SUPER-POWER* IN A CRIME, MANDATORY 10-YEAR SENTENCE!

NORAH WINTERS WITH THE DAILY BUGLE.

MAYOR JAMESON, WITH THE NUMBER OF SUPERHUMAN CRIMES COMMITTED IN THIS CITY...

...AREN'T YOU WORRIED ABOUT THE BURDEN THAT'LL PLACE ON *THE RAFT?*

OUR SO-CALLED "*SUPER-PRISON*"? IT'S A JOKE! HOW MANY FREAKS AND MENACES ESCAPED FROM IT THIS MONTH ALONE?

THAT'S WHY AS MY ***NEXT*** ACT AS MAYOR, I AM *SHUTTING IT DOWN!* FOR GOOD!

I ***REFUSE*** TO HAVE THAT REVOLVING DOOR ON *MY* DOORSTEP!

WHOA. PHIL? DID YOU GET THAT?

YEAH, NORAH.

LIKE THINGS WEREN'T TOUGH ENOUGH ALREADY.

GOTTA GIVE MOST OF WHAT THE ***KINGPIN*** PAYS ME TO THE TINKERER FOR ALL OF MY ***HOBGOBLIN*** GEAR...

...AND THE ***REST*** TO THE ***ORIGINAL*** HOBGOBLIN SO HE DOESN'T KILL ME FOR USING HIS NAME...

...AND NOW JAMESON'S CRACKING DOWN? ALMOST DOESN'T PAY TO BE A SUPER-CROOK...

HEY! SOMETHING JUST CUT OUR FEED.

WHAT? GETTING REPORTS OF SOME KIND OF THREAT POSTED ONLINE.

EVERYONE, WE ARE ON HIGH ALERT. COPY?

WE HAVE MOVEMENT!
YOUR HONOR, GET DOWN!
WHAT IN SAM HILL IS--?
LOST IT. CALL IT OUT! WHERE--?
OVER HERE!
THERE'S TWO OF THEM!
AAAAND WE'RE *LIVE!*
YOU'RE GOOD TO GO, PARTNER.
TAKE THE SHOT!
CONFIRMED! WE HAVE MULTIPLE!
WATCH OUT--

--HE'S GOT SOMETHING!

MAYOR J. JONAH JAMESON...

WHAP

YOU'VE! BEEN! JESTED!

AND TO ANSWER OUR ONLINE POLL...

WHOOP! BOXERS IT IS!

I...

WE GOT IT!

GO! GO! GO!

WAY AHEAD OF YOU, KID.

SPTEW

NYUCK NYUCK!

WANNA SEE MORE *EXCLUSIVE* HEADCAM FOOTAGE? GO TO SCREWBALLED.COM!

SCREWBALL AND *JESTER*-- OUT!

DON'T JUST *STAND* THERE, YOU IDIOTS! *GET THEM!*

HA *HA!* WE GET *ANY* OF THAT?

HEH! NOT A THING.

AW, WHO CARES? IT WAS WORTH IT.

HA!

SO MUCH FAIL.

DUDE, PLAY IT AGAIN!

CLASSIC.

÷SNORT.÷

MWA-HA-HA!

PARKER? WHAT IS WRONG WITH YOU?

I KNOW, RIGHT?

THAT'S LIKE THE WORLD'S CREEPIEST LAUGH.

HORIZON LABS

OH, JAMESON. THAT WAS PRICELESS. THINK I'LL PLAY IT ON A LOOP.

HM. WHAT'S THIS?

A MESSAGE FOR *SPIDER-MAN* ON MY SECURE LINE...

HORIZO

...A SUMMONS TO THE MAYOR'S OFFICE. HOW PREDICTABLE.

WE HAVE ANOTHER BREACH! FREEZE!

EXCELLENT REFLEXES, GENTLEMEN. ABOUT 40 MINUTES LATE, WOULDN'T YOU SAY?

BRAINLESS DOLTS.

THAT'S ENOUGH OUT OF YOU, WALL-CRAWLER!

AT EASE, MEN!

SPIDEY'S HERE 'CAUSE I INVITED HIM! WHY, THIS MAN'S A *HERO!*

TOOK OUT THE *GRAND CENTRAL SHOOTER* THE OTHER DAY. SAVED COUNTLESS LIVES![*]

SAY, YOU WANT SOMETHING TO DRINK? ON ME! MS. GRANT, FIND OUT WHAT MY PAL HERE WOULD LIKE.

[*] SEE LAST ISSUE. -INFERIOR STEVE.

YOUR "PAL"?

OF COURSE! NOW YOU MAY BE WONDERING--

YES.

YOU WANT ME TO APPREHEND JESTER AND SCREWBALL.

SORRY. NOT WORTH MY TIME. I'VE GOT BETTER THINGS TO DO.

BUT THEY HUMILIATED *ME!* AND THE *OFFICE!*

IN PUBLIC!

I SHOULD'VE KNOWN YOU'D SIDE WITH *THEM!* CONSIDERING ALL THE TIMES *YOU'VE* HUNG ME UPSIDE-DOWN!

STUCK ME TO MY CHAIR!

GLUED MY MOUTH SHUT!

OR WEBBED UP MY GLASSES...

WHAT WAS THAT?

UMMM...

NOTHING. YOU'RE RIGHT.

BULLIES LIKE THAT NEED TO BE PUT IN THEIR PLACE. AND I'M JUST THE MAN TO DO IT!

PLAN THETA ONE.

TEKK

LOCATE JESTER AND SCREWBALL.

CITYWIDE SWEEP: IN PROGRESS.

DON'T WORRY, YOUR HONOR.

I'LL HAVE THOSE *BOTHERSOME BUFFOONS* BROUGHT DOWN IN NO TIME!

"WE'RE AGREED THEN. SOMETHING ABOUT THIS WHOLE '*SPIDER-MAN SITUATION*' SEEMS OFF..."

KNEW I COULD COUNT ON YOU, WEB-SLINGER!

GODSPEED, SPIDER-MAN!

IN THE PAST FEW WEEKS, HE'S CHANGED.

HE'S *BRUTALIZED* HIS ENEMIES. EVEN *KILLED* ONE OF THEM.

I THINK WE'VE REACHED A POINT WHERE WE HAVE TO ASK--

DO WE STILL HAVE A PLACE FOR HIM HERE WITH *THE AVENGERS.*

CAPTAIN, IF I MAY?

I HAVE FOUGHT BY HIS SIDE RECENTLY. I FOUND THE MAN TO BE WILD. ERRATIC. ARROGANT.

ON THE FIELD OF BATTLE, ONE NEEDS ONE'S COMPANIONS TO STAY STEADFAST AND TRUE.

THOR HAS A POINT.

REALLY, WIDOW?

YOU TELL ME, WHO HERE *DOESN'T* HAVE BLOOD ON THEIR HANDS?

SEE AVS-M #18 -AVENGING ELLIE.

I LOOK AROUND THIS TABLE AND Y'KNOW WHAT I SEE? A BUNCH A' SPIES, SOLDIERS, AND KILLERS.

WE'VE *ALL* DONE OUR FAIR SHARE OF "*AVENGING.*" BUT NOW...

...WE'RE GONNA HOLD SPIDER-MAN TO A *DIFFERENT* STANDARD?

WHAT? WE GONNA CUT 'IM LOOSE *RIGHT* WHEN HE NEEDS US *MOST?* THAT DON'T SIT RIGHT BY ME.

WHAT DO YOU SUGGEST, WOLVERINE?

I SAY WE WAIT, JESS...

"...LET'S SEE WHERE THIS GOES NEXT."

AH. NOT ONLY HAVE I ARRIVED AT EMPIRE STATE UNIVERSITY...

...I'M HERE AHEAD OF SCHEDULE.

UNLIKE PARKER, I'M ABLE TO MAINTAIN MY LIFE AS SPIDER-MAN *AND* KEEP MY APPOINTMENTS.

AND TODAY I'M MEETING UP WITH THE LOVELY MS. *ANNA MARIA MARCONI* FROM MY PHYSICS CLASS.

HERE SHE IS NOW. RIGHT ON TIME.

HEY BRAD, CHECK IT OUT...

...WORLD'S WORST CLOWN CAR. ONLY ONE CLOWN GETS OUT.

WHERE ARE THE OTHER 20 GUYS?

MAYBE THEY'RE IN THE TRUNK?

HA!

INSOLENT WRETCHES!

NO ONE SHOULD HAVE TO SUFFER SUCH ASSAULTS! *NO ONE!*

WHOA! WHAT'S GOIN' ON DOWN HERE?!

DOC OCK MAY HAVE TAKEN OVER *MY* BRAIN, BUT EVER SINCE I LEARNED I COULD EXPLORE *HIS* MEMORIES...

...I'VE BEEN HUNTING AROUND IN THEM, LOOKING FOR A WAY TO REGAIN CONTROL.

THE PROBLEM IS...

...WHENEVER HE REMEMBERS SOMETHING, HE TAKES *ME* ALONG FOR THE RIDE!

HEY! QUIT IT! TIME OUT!

SHUT IT, FOUR EYES.

HERE. I'M DOING YOU A FAVOR.

NOW YOU WON'T LOOK LIKE SUCH A DORK.

PLEASE, DON'T! MY FATHER WILL MAKE ME--

KRAK-CH

NO.

I'LL MAKE YOU PAY FOR THAT.

I'LL FIND A WAY TO MAKE YOU *ALL* PAY.

GEEZ. WONDER WHAT BROUGHT *THAT* ON?

MS. MARCONI, I-- OVERHEARD WHAT THOSE BOYS SAID TO YOU...

BRAD AND JUSTIN? WHAT ABOUT IT?

IF YOU'D LIKE, I CAN GO BACK THERE AND TEACH THEM A GOOD LESSON. MAKE THEM PAY.

WHY BOTHER? PETER, DO YOU HONESTLY THINK I HAVEN'T HEARD WORSE IN MY LIFE?

I'VE GOT *BETTER* THINGS TO DO THAN WASTE ONE MOMENT THINKING ABOUT THOSE JERKS.

IN EVERY WAY THAT MATTERS, I'M *BIGGER* THAN THAT.

YES. YOU MOST CERTAINLY ARE.

NOW COME ALONG, SLICK. THE *REAL* REASON I ASKED YOU HERE...

...IS TO GIVE YOU A *SECOND* CHANCE TO MAKE A *FIRST* IMPRESSION...WITH DR. LAMAZE.

WHAT?!

WE'RE MEETING HIM FOR COFFEE. PLAY NICE.

DON "*THE SCHNOZ*" LEMAZE.

THE ONE MAN STANDING BETWEEN *ME* AND EARNING PETER PARKER'S DOCTORATE.

AND HE'S A COMPLETE MORON! I KNOW BECAUSE BACK WHEN I WAS OTTO OCTAVIUS I WAS *HIS* CLASSMATE!

MISTER PARKER. I WAS UNDER THE IMPRESSION...

...YOU WERE HERE TO *APOLOGIZE.*

LISTEN HERE, DON--

"DOCTOR."

--DOCTOR LAMAZE, THAT IS *EXACTLY* WHAT I INTEND TO DO.

OH, WHAT FRESH HELL IS THIS?

I'M BEGINNING TO UNDERSTAND THE *REAL* REASON PARKER DONNED HIS TIGHTS...

...SO HE COULD TAKE *ALL* HIS FRUSTRATIONS OUT ON OTHER COSTUMED FREAKS.

WHAT I WOULDN'T GIVE FOR SOME NOW.

SO TELL ME, SCREWBALL, HOW'D WE MAKE OUT?

THE JAMESON PIE VIDEO? IT'S OUR BEST ONE YET.

YOU WOULDN'T BELIEVE HOW MANY PEOPLE ARE LINKING TO IT.

AND ALL THE TIME MY PROGRAMS ARE *PHISHING* THROUGH THEIR ACCOUNTS...

...GRABBING ALL THEIR PASSWORDS AND CREDIT CARD INFO. WE'RE GONNA BE *RICH*, JESTY.

NICE! AND THERE'S NO WAY ANYONE CAN TRACK IT BACK TO US--

I MEAN, HERE IN THE *REAL* WORLD.

OH, DON'T WORRY YOUR JINGLY HEAD ABOUT IT...

...I'VE GOT *EVERY* ANGLE COVERED.

MY STAR PUPIL, MS. MARCONI, TELLS ME YOU'VE SETTLED ON A SUBJECT FOR YOUR THESIS.

NEURO-ACTIVATED CYBERNETICS.

AH YES. AN INTERESTING SUBJECT. ONE OF MY *SPECIALTIES* ACTUALLY.

REALLY, YOU BRAINLESS OAF? BACK IN OUR FRESHMAN YEAR, YOU COULDN'T EVEN *SPELL* IT.

WAIT TILL YOU SEE SOME OF THE PROTOTYPES HE'S ALREADY BUILT. THEY'RE *AMAZING!*

ZEET ZEET

MY PATROL APP!

IT'S FOUND JESTER AND SCREWBALL...

PETER? WHAT ARE YOU DOING? ANSWER IT LATER.

SORRY. SOMETHING IMPORTANT'S COME UP.

HAVE TO GO.

OF ALL THE IMPERTINENT--

RAIN CHECK.

I JUST DON'T HAVE TIME FOR THIS RIGHT NOW.

I'LL BE SURE TO STRAIGHTEN THINGS WITH ANNA MARIA LATER. NOW *SHE* DESERVES AN APOLOGY.

REMARKABLE WOMAN.

READY TO MEET THOSE CHICKS AT BOWLMOR?

YEAH, LEMME JUST GRAB MY KEYS.

THEN AGAIN, MAYBE I *DO* HAVE THE TIME...

...FOR ONE EXTRA THING.

THINK WE CAN SQUEEZE IN ONE MORE JEST TODAY, PARTNER? TRAFFIC'S HIGH, BUT OUR SERVERS CAN TAKE IT.

SURE. HOW 'BOUT THAT GUY?

TOO OLD. WE'D COME OFF LIKE JERKS.

HER?

TOO ETHNIC. IT'D LOOK ALL RACIST-Y.

GOTCHA. WE WANT SOMEBODY WHO'S *REALLY* GOT IT COMIN' TO HIM.

JESTER! SCREWBALL!

HOLD IT RIGHT THERE! YOU'RE UNDER ARREST!

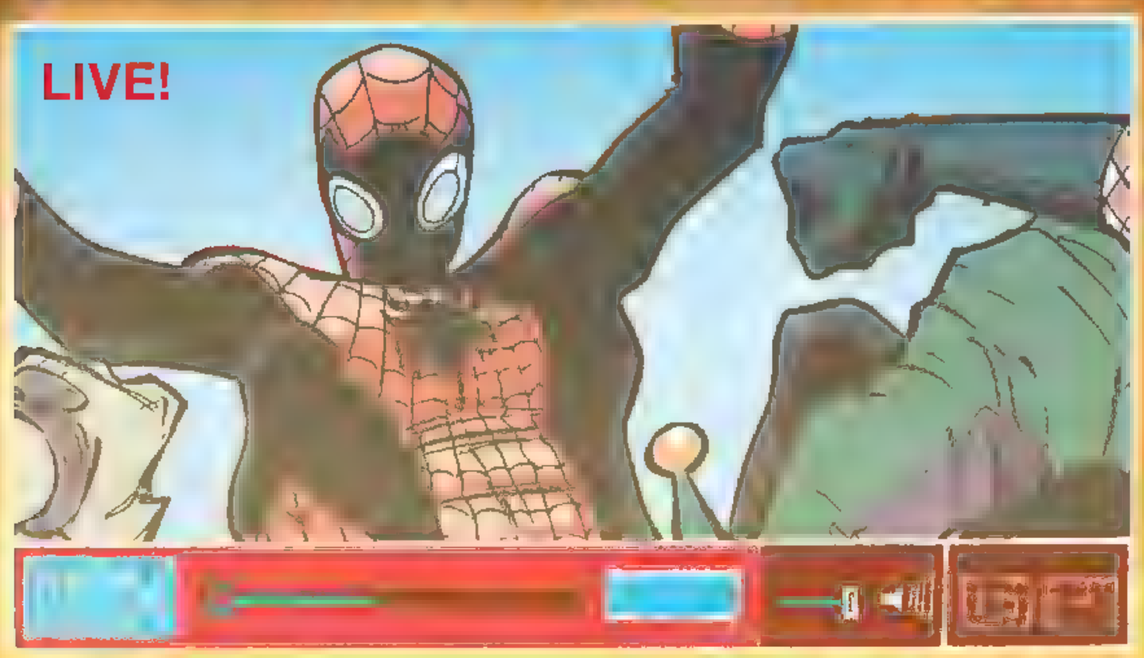
SPIDER-

-MAN!

PERFECT!

GOING LIVE!

JEXT ALERT! Now on SCREWBALLED.COM: Jester & Screwball VS. Spider-Man!



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Today: Jameson's Pie-Hole

THIS IS YOUR LAST WARNING! STAND DOWN OR I'LL BE FORCED TO THRASH YOU.

"THRASH ME"?

WHAM

YOU FOR REAL?

C'MON, SPIDEY! WHERE ARE THE QUIPS?

ALL THE ONE-LINERS?

PERHAPS, WOMAN, I FINALLY WISED UP AND REALIZED--

--THIS IS NOT A GAME!

HGK!

WHAM

OW!

YOU TOTALLY PUNCHED ME IN THE BOOB!

YOU SEE THAT?!

I--OH DEAR--

MISS, I ASSURE YOU, I HAD NO INTENTION OF--

AND WHILE HE'S DISTRACTED...

...HERE'S ONE FOR THE CHEAP SEATS.

D'OH!!

PTOING!

HAHAHAH

DAMN IT!

CAN'T SEE A BLASTED THING!

SHRIPP

THERE! NOW TO DEAL WITH YOU ONCE AND--

AW! YOU CATCHING THIS?

WE MADE POOR OL' WEB-HEAD LOSE HIS LIL' BUG EYES.

HA!

KRAK-CH

AHAHAHA

PETER? WHEN YOU GET THIS...

IT'S ANNA MARIA. YOU OWE ME AN EXPLANATION, SLICK.

WHAT ON EARTH'S SO IMPORTANT YOU HAD TO RUN OFF LIKE--

WHOA!

YOU SEEING THIS?

DANG!

HEY, WHAT'S GOIN' ON?

THINK THIS'S BRAD BEECHAM'S CAR.

IT'S TOTALED NOW!

NOT THAT HE DOESN'T DESERVE IT, BUT ANYONE SEE IT HAPPEN?

OR, FOR THAT MATTER, WHERE WE CAN FIND BRAD OR--

H-HELP...

JUSTIN?!

C-CAN'T MOVE...

OHMIGOD. THEY'RE IN THE *TRUNK!*

DON'T WORRY, WE'LL GET YOU OUTTA THERE!

911!

THIS IS AN EMERGENCY, PLEASE HURRY.

DEAR LORD, WHO WOULD *DO* SUCH A THING?!

THWIP
THWIP
HERE!
YOU FIND IT *FUNNY* TO *HUMILIATE* PEOPLE?! *IS* THAT IT?!
HEY!
FWIP
UMPH!
THOK
LET ME SHOW YOU WHAT *I* FIND *AMUSING.*
HOW IS *THIS* FOR BROAD, *PHYSICAL* COMEDY?
NOT SO FUNNY NOW WHEN IT'S AT *YOUR* EXPENSE? *IS IT?!*
UNHH
SPIDEY? THIS ISN'T--
YOU'RE *NOT* LAUGHING *NOW?!*
ARE YOU?!
SHRRK
ARRH!

ARRH!

YES! THAT'LL SHOW 'EM!

YOU HEARD ME! IF THIS IS SO DAMN FUNNY--

--LAUGH!

PETER?

THERE'S NO WAY THAT'S--

WELL?

YOU'RE RIGHT.

WE GOTTA BRING HIM IN.

COME ON, CLOWN! LAUGH *THIS* OFF!

SPITAH

DOC? WHAT'S GOING ON UP HERE? YOUR BRAIN'S LIT UP LIKE A CHRISTMAS TREE!

I WAS GETTING DRAGGED TO A MILLION MEMORIES OF--

MY GOD! OTTO...

WELL?! THIS IS YOUR *LAST* CHANCE!

WHAT DO YOU HAVE TO SAY FOR YOURSELVES?!

G-G-GUH...

G-GUESS SOME PEOPLE C-C-CAN'T TAKE A JOKE...

WHAT HAVE YOU DONE?!

TROUBLED MIND PART ONE: RIGHT-HAND MAN

DAILY BUGLE DOT COM HERE ON AVENUE A WITH *DR. ELIAS WIRTHAM...*

...A MAN INTENT ON REOPENING THIS NEIGHBORHOOD'S *INFAMOUS* HOMELESS SHELTER.

DR. WIRTHAM, GIVEN THIS LOCATION'S PAST AS A *FRONT* FOR MISTER NEGATIVE'S *CRIMINAL EMPIRE...*

...WHY ON EARTH WOULD YOU GIVE IT A SECOND CHANCE?

H.E.A.R.T. CLINIC
Hospital for Emergency Aid and Recuperative Therapy

BECAUSE, MS. WINTERS, NEW YORK'S ILL AND INFIRM *DESERVE* THAT SECOND CHANCE.

AND, AS THE RECHRISTENED *H.E.A.R.T. CLINIC,* WE WILL MEND THIS TARNISHED INSTITUTION...

...JUST AS WE CONTINUE TO *AFFORDABLY* HEAL THIS CITY'S LESS FORTUNATE. THANK YOU.

IN TRUTH, REOPENING THIS PLACE BECAME A NECESSITY.

THERE WAS ONLY SO LONG WE COULD KEEP BRINGING PEOPLE THROUGH THESE DOORS WITHOUT RAISING QUESTIONS.

HOW IRONIC. AS THE CRIME LORD *MR. NEGATIVE,* MARTIN LI USED THIS FACILITY'S GOOD WORKS TO HIDE HIS *EVIL* ENDEAVORS...

...AND NOW AS *CARDIAC...*

...I USE ITS REMAINING HIDDEN PASSAGES...

...TO DO, IN SECRET, MORE CHARITABLE ACTS THAN THE REST OF THE WORLD WILL EVER KNOW.

THE CITY BELIEVES THESE CHAMBERS TO BE SHUT DOWN AND INACTIVE.

AND AS LONG AS I POWER EVERYTHING WITH MY CHEST'S *BETA REACTOR...*

...WE'LL STAY OFF THE GRID AND IN BUSINESS.

ZZZAK

THE BUSINESS OF *MEDICAL MIRACLES.*

DOCTORS, HOW GOES IT?

EXCELLENT, SIR. THOSE EXPERIMENTAL DERMAL BONDS YOU *"PROCURED"* FOR US ARE WORKING PERFECTLY.

WE'VE REPLACED ALL THE SKIN MR. NICHOLS HERE LOST TO *NECROSIS.* I CAN'T BELIEVE THE FDA HASN'T APPROVED THIS YET.

RUN THE *SAME* TESTS AGAIN?

YES. I THINK WE'RE GETTING A FALSE POSITIVE. LET'S DOUBLE-CHECK AND DAMN THE COST.

GOD, IT FEELS GOOD TO SAY THAT.

PROCEED WITH THE ARTIFICIAL TRANSPLANT.

YOU SURE? MR. HANSLOW'S LOW ON EVERY WAIT LIST.

AND *THAT,* SUSAN, IS *EXACTLY* WHY HE'S HERE.

HOW ARE YOU FEELING TODAY, ALFONSO?

MUCH BETTER NOW THAT MY SUPER HERO DOCTOR IS BACK.

YOU'LL SIT IN TOMORROW FOR MY OPERATION?

I'LL PERFORM IT MYSELF.

CARDIAC, IF YOU HAVE A MOMENT? MY PATIENT, AMY CHEN...

THE GIRL WITH SEVERE *BRAIN DAMAGE?*

YES. GIVEN HER CONDITION, AND GOING BY OUR COVERT DATA CACHE...

...THERE'S ONLY ONE DEVICE ON EARTH THAT CAN HELP HER.

THEN I SHALL DO ALL IN MY POWER TO "PROCURE" IT.

REST EASY, LITTLE ONE. SWEET DREAMS.

THIS IS A NIGHTMARE.

LOOK AT HIM. DOC OCK. SLEEPING IN MY BED. IN MY BODY.

THE ONLY THING WORSE? IS WHEN HE'S UP, RUNNING AROUND AS SPIDER-MAN, WITH ALL OF MY *POWER*...

...AND A VERY *DIFFERENT* SENSE OF RESPONSIBILITY. HE'S PUT A NUMBER OF MY ENEMIES IN THE HOSPITAL. AND ONE IN THE *MORGUE*.

IT HAS TO *STOP!*

I *HAVE* TO REGAIN CONTROL!

MAYBE *NOW* WHILE HE'S ASLEEP.

C'MON, PARKER! *CONCENTRATE!*

THERE!

I'M *DOING* IT!

MOVING MY RIGHT HAND!

CAREFUL...DON'T WAKE HIM UP...

LOOK AT THAT!

MAYBE--WITH PRACTICE--I COULD SLIP SOMEBODY A NOTE.

LIKE "*HELP ME!*" OR "*DOC OCK SWAPPED MY BRAIN!*" OR...

WHAT THE--?!

GREAT. SO I CAN'T ACCESS THE *LANGUAGE CENTER* OF MY *OWN* BRAIN! JUST PERFECT.

HOW COULD THIS POSSIBLY GET ANY--

IZZE IZZE

AH! MY PHONE! *SHHH!*

CAN'T LET OTTO SEE WHAT I WAS UP TO!

C'MON, RIGHT HAND! GOOD OL' RIGHTIE.

I NEED YOU FOR ONE MORE THING--

SWAP

IZEE IZEE

HNN?

AND INTO THE BASKET FOR TWO POINTS!

HERE'S HOPING HE DOESN'T SEE THAT BEFORE HE TAKES OUT THE TRASH.

IZEE IZEE

IZEE IZEE

IZEE IZEE

AH. MY PATROL APP.

POLICE BAND THIS TIME.

ONE OF PARKER'S--MY FOES IS ON THE LOOSE AGAIN AND UP TO NO GOOD.

VERY WELL. DUTY CALLS.

I KNEW WHEN I CHOSE A HERO'S LIFE, *SACRIFICES* WOULD HAVE TO BE MADE...

...AND WHAT ARE A FEW HOURS OF SLEEP WHEN COMPARED TO...

...THE AWE-INSPIRING EXPLOITS OF--

--THE SUPERIOR SPIDER-MAN!

GOD, OTTO. YOU ARE SUCH A TOOL.

LET'S SEE, ACCORDING TO THOSE POLICE REPORTS, THERE'S BEEN A BREAK-IN ON THE EDGE OF TOWN OVER AT...

YARDALE STORAGE, ALSO KNOWN AS "THE BONEYARD."

THE POLICE IMPOUND LOT FOR ITEMS SEIZED AT SUPERHUMAN CRIME SCENES.

AND THE INTRUDER IN QUESTION...

CHOOM!

WHERE IS IT?!

...IS NONE OTHER THAN THE VIGILANTE KNOWN AS--

CARDIAC

ONE ITEM AND THEN I'M GONE! DONE WITH THIS PLACE!

TELL ME! WHERE IS THE LOT FROM THE *U.S. ATOMIC RESEARCH CENTER?*

T-ZAK

WE DON'T KNOW, MAN! HONEST! WE DON'T--

UNGH!

UNBELIEVABLE. THERE'S NO RHYME OR REASON TO THIS PLACE. IT'S JUST A GIANT DUMPING GROUND.

AND WHEN I THINK OF ALL THE *AMAZING* THINGS STORED HERE...

...OF ALL THE *GOOD* THAT COULD BE ACCOMPLISHED IF THEY WERE SHARED WITH THE REST OF THE--

OHHH...

OH, QUIET. YOU'RE ONLY STUNNED.

CARDIAC? DOC, THERE'S SOMETHING YOU SHOULD KNOW ABOUT HIM BEFORE YOU GO CHARGING IN...

HE'S NOT REALLY A *BAD GUY.* HE'S MORE OF A--

GENTLEMEN? ARE YOU ALL RIGHT?

YEAH...

GOOD. THEN LISTEN UP.

AH. RIGHT. YOU CAN'T HEAR ME, CAN YOU?

I'M SPIDER-MAN, AN *AVENGER,* AND I'M COMMANDEERING YOUR SERVICES.

THERE IS A SUPER-POWERED CRIMINAL INSIDE. I WILL DEAL WITH HIM ON MY OWN.

YOU ARE TO STAY OUT HERE AND MAINTAIN A PERIMETER. NO ONE ELSE ENTERS OR LEAVES. IS THAT UNDERSTOOD?

YES, SIR!

WHOA. LOOK AT HIM. ORDERING 'EM AROUND LIKE THEY'RE HIS MINIONS.

ME? I JUST WOULDA RUSHED ON IN BY NOW...

GO GET 'EM, SPIDEY!

THANK YOU, OFFICER. NOW STAY SHARP.

DAMN IT!

WHY DO I FEEL LIKE I'LL STUMBLE ACROSS THE *ARK OF THE COVENANT* BEFORE I FIND CRATE 113?!

I COULD BE HERE FOR WEEKS!

HEY!

THINK AGAIN, EVIL-DOER!

WEEKS FROM NOW YOU'LL BE IN A CELL AT RYKERS! AND ALL THANKS TO *ME!*

KANCH

HM. SPIDEY. WE MEET AGAIN.

YES. *AGAIN.* BUT I THINK THIS TIME...

...YOU'LL FIND ME DISHING OUT A FAR MORE HARSHER FORM OF *JUSTICE!*

DOC, WHAT ARE YOU DOING?

THIS AIN'T CARNAGE OR DOCTOR DOOM YOU'RE DEALING WITH. THIS IS *CARDIAC!*

HANDS UP! I'M GIVING YOU TO THE COUNT OF THREE...

...BEFORE THINGS GET DECIDEDLY *UNPLEASANT.*

ONE!

OH... THIS IS *NOT* GOOD!

TWO!

OCK! *NO!*

DON'T GO ALL PSYCHO-LOONEY-TUNES ON ME!

THREE!

DON'T DO IT, OTTO!

I WARNED YOU--

STOP RIGHT THERE!

WHAT?

WHO SAID THAT? SHOW YOURSELF!

WAIT! YOU *HEARD* THAT?!

TESTING! TESTING! IS THIS THING ON?

DON'T KNOW WHAT HE'S GOING ON ABOUT...

...BUT *NOW*, WHILE HIS ATTENTION'S ELSEWHERE...

AHH!

ZRAKK

IT'S BEEN A WHILE, WEB-SLINGER.

I FORGOT HOW ANNOYING THAT *SPIDER-SENSE* OF YOURS CAN BE.

YES. IT'S A CONSTANT SOURCE OF FRUSTRATION...

ZAMM

...FOR ANYONE BASE ENOUGH TO ATTACK...

WOMP

...WHEN MY GUARD'S DOWN!

COWARD!

SAYS THE MAN WHO STRUCK ME FROM BEHIND.

...

HOW *DARE* YOU COMPARE YOURSELF TO *ME!*

Z-KOW

I'M A *HERO!* AN *AVENGER!* A TRUSTED AGENT OF *LAW AND ORDER!*

AND *YOU?* YOU'RE NOTHING MORE THAN A COMMON *THIEF!*

THWAK

AH. TRUE.

BUT A THIEF WHO'S FOUND *EXACTLY* WHAT HE WAS LOOKING FOR.

THANKS, SPIDEY.

NEVER WOULD'VE TRACKED THIS DOWN WITHOUT YOU.

UNTIL NEXT TIME.

NOT LIKELY.

FOR THERE IS *NO WAY* I'M ALLOWING YOU TO LEAVE HERE...

THWIP

WAP

NO!

PLEASE.

...WITH YOUR *PRIZE!*

NOW LET'S SEE WHAT ALL THIS FUSS IS ABOU--

NEUROLITIC SCANNER
CONFISCATED FROM
DR. O. OCTAVIUS

MY NEUROLITIC SCANNER! ONE OF MY GREATEST INVENTIONS...

...THE TECHNOLOGICAL BREAKTHROUGH THAT LET MY MIND TALK TO MY MECHANICAL ARMS!

I NEED THAT! YOU HAVE NO IDEA WHAT'S AT STAKE HERE!

GIVE IT BACK!

NEVER!

KTAM!

GNUH!

THIS FACILITY--IT'S FILLED WITH ALL OF MY CONFISCATED TREASURES!

ALL MY RARE AND PRECIOUS PROTOTYPES! MY LEGACY! MY LIFE'S WORK!

AND THIS BLUE-SKINNED BUFFOON WAS GOING TO PLUNDER THEM?!

YOU PILFERING PARASITE!

WHAT GIVES YOU THE *RIGHT* TO FEAST ON THE FRUITS OF ANOTHER MAN'S *GENIUS*?!

OHHH DEAR. HERE WE GO...

DOC! CALM DOWN! REMEMBER, THIS IS *CARDIAC*. HE MAY BE A VIGILANTE...

UNH...

"...BUT HE'S A *GOOD GUY!*"

AHK--

TELL ME--

--WHY SHOULD I LET A MAN LIKE YOU *LIVE?*

NO, OCK!

I WON'T LET YOU DO THIS!

LET HIM--

GO!

HUH?

KANG

GYAH!

WHY ON EARTH DID I DO THAT?! WHAT'S *WRONG* WITH ME?

GOOD QUESTION.

THE SPIDER-MAN I KNOW WOULD NEVER ACT THIS WAY!

NO TIME TO GO FOR MY STAFF. ONLY GOT ONE SHOT AT THIS...

...HAVE TO RELEASE MY *BETA ENERGY* RAW AND UNFOCUSED...

...AND HOPE THAT DOES THE TRICK!

KRZZTT

ARGHH!

DRAINED. CAN BARELY STAND. C'MON, ELI! MOVE IT!

TEPP

HOLD IT RIGHT THERE!

THE METALLIC MESH IN MY SKIN CAN TAKE A BULLET OR TWO, BUT I GOTTA GET OUT OF HERE.

GLIDER, I NEED A PICK-UP! HURRY!

PKOW

KLIK

POW

PIFF

GOOD. NOW BACK TO BASE. AND STEP ON IT.

SUDDENLY I'M HEARING VOICES? AND MY *HAND*...

...MOVING ON ITS *OWN* ACCORD? HOW IS THAT POSSIBLE? UNLESS...

NO! IT *CAN'T* BE...

SPIDEY? YOU OKAY?

DO I LOOK OKAY TO YOU?!

WHOA. EASY, PAL. DO YOU NEED US TO CALL A--

YOU *LET* HIM GET AWAY!

HEY, WE TRIED OUR BEST, MAN. AND YOU *TOLD* US TO--

SHUT UP! AND LEAVE ME BE.

I HAVE TO REGROUP. RETHINK. PLAN. AND MOST OF ALL...

...I NEED MY LAB!

HORIZON

THOUGH I WASN'T ABLE TO PLANT MY NANO-SPIDER-TRACERS ON CARDIAC...

...I *DID* TAG HIM WITH ONE OF PARKER'S INFERIOR, BULKIER MODELS.

LOCATING HIM WILL *NOT* BE A PROBLEM. BUT FIRST I MUST PREPARE--

BZZT

MY AVENGERS I.D. CARD?

A *PRIORITY ONE ALERT.* CARDIAC WILL HAVE TO WAIT.

I'M NEEDED AT *AVENGERS TOWER*. AND IF *MY* SKILLS ARE REQUIRED...

...ONE CAN ONLY ASSUME THE FATE OF THE *WORLD* HANGS IN THE BALANCE!

NO NEED TO WORRY. I'M HERE. WE CAN GO NOW.

WHAT'S THE EMERGENCY THIS TIME?

THIS AIN'T AN EMERGENCY, BUB. IT'S AN *INTERVENTION*.

EXPLAIN.

WHAT IS THE MEANING OF THIS?!

NO. *YOU* EXPLAIN THIS TO *US*, SPIDER-MAN. WHAT'S *HAPPENED* TO YOU?

BOOMERANG. VULTURE. JESTER. SCREWBALL. ALL OF THEM, VIOLENTLY *BEATEN* WITHIN AN INCH OF THEIR LIVES.

LAST WISH -STEVE

MASSACRE: *DEAD* BY YOUR HAND.

AND NOW WE HAVE THIS SECURE FOOTAGE FROM *THE BONEYARD*...

...OF *YOU* ABOUT TO APPLY *LETHAL FORCE* TO A MAN LIKE CARDIAC.

THESE ARE *NOT* THE ACTIONS OF MY ALLY. MY FRIEND. THE GOOD MAN I KNOW.

OH YEAH! THAT'S RIGHT, THOR! TESTIFY!

I DON'T HAVE TO STAND HERE AND TAKE THIS!

ACTUALLY, YOU DO. IF YOU WANT TO REMAIN AN AVENGER.

WE *NEED* TO BE ABLE TO TRUST YOU, SPIDEY.

AND *THAT* IS WHY WE'RE GOING TO RUN A *FULL* BATTERY OF TESTS TO *PROVE* YOU *ARE* SPIDER-MAN.

YES!

EARTH'S MIGHTIEST HEROES *FOR THE WIN!*

FINALLY SOMEONE OUT THERE *NOTICED!* I WAS STARTING TO THINK YOU WERE ALL TAKING *STUPID PILLS* OR SOMETHING.

I DON'T THINK SO. WE'RE DONE.

WHAT? YOU THINK WE'RE JUST GOING TO LET YOU LEAVE?

YEAH. THAT AIN'T HAPPENING.

YOU'RE GETTING A PHYSICAL, SOLDIER.

HEAD TO TOE.

AND THAT'S ALL THERE IS TO IT.

SWEET!

THAT'S IT, OTTO. YOU LOSE! *GAME OVER!*

GAME? WHO SAID ANYTHING ABOUT A GAME?

I DON'T HAVE TIME FOR SOME INFANTILE GAME!

OUT OF MY WAY!

THAT WASN'T A REQUEST.

GET. YOUR. HAND. OFF--

--YOU FLAG-WAVING FOOL!

SNKT

THAT DOES IT.

CH-CHIK

AYE!

OHHH WHAT I WOULDN'T GIVE FOR SOME GHOST-POPCORN RIGHT NOW.

WHOEVER THOU ART, STAND DOWN!

OR FACE THE WRATH OF THE MIGHTY AVENGERS!

WHAT HE SAID. BUT ME? I'M HOPIN' YOU PUT UP A FIGHT.

'CAUSE I'D JUST LOVE TO CARVE YOU A NEW ONE!

VERY WELL. DO YOUR WORST!

#9 VARIANT

BY RYAN STEGMAN & JASON HOWARD

TROUBLED MIND PART TWO: PROOF POSITIVE

Avenue A.

ON THE OUTSIDE, THE H.E.A.R.T. CLINIC IS A CHARITABLE INSTITUTION, PROVIDING FREE HEALTH CARE TO NEW YORK'S LESS FORTUNATE...

...BUT BENEATH THE SURFACE...

H.E.A.R.T. CLINIC
Hospital for Emergency Aid and Recuperative Therapy

...IS A SECRET MEDICAL FACILITY, OFFERING PROCEDURES MOST INSURANCE PROVIDERS WOULD CALL UNWARRANTED...

...RADICAL...

...AND MOSTLY, TOO EXPENSIVE.

BUT IF YOU ASK THE CLINIC'S FOUNDER, DR. ELIAS WIRTHAM, WHAT IT IS HE OFFERS HERE...

...HE'D SAY, "HOPE."

DR. WIRTHAM? I--I DON'T LIKE THIS. PLEASE TAKE IT OFF.

DON'T WORRY, AMY. THAT'S A *MAGIC* HELMET...

...IT'S GOING TO HELP US FIND OUT WHY YOU'RE SICK.

CAN WE PUT IT ON PINKY? MAKE HIM BETTER TOO?

ABSOLUTELY. PINKY THE PENGUIN'S NEXT.

THE SCANNER'S WORKING?

PERFECTLY. BUT I KNOW THERE'S MORE THAT DEVICE CAN DO.

DIDN'T HAPPEN TO ***STEAL*** A MANUAL WITH IT AS WELL, DID YOU?

SORRY, DR. VARGAS. BUT THE ONLY ONE WHO KNOWS HOW TO ACCESS *ALL* ITS FUNCTIONS...

...IS ITS INVENTOR, ***OTTO OCTAVIUS.*** AND, UNFORTUNATELY, THE MAN'S DEAD.

Avengers Tower.
HOME TO EARTH'S MIGHTIEST HEROES.

SPIDER-MAN! I'M GIVING YOU AN ORDER, MISTER!

YOU WILL STAND DOWN IMMEDIATELY AND SUBMIT TO OUR TESTS!

NEVER!

ZRAK

WRONG PLAY, KID. AND HERE'S WHERE YOU PAY FOR IT!

GUYS, CAREFUL! THAT MAY BE DOCTOR OCTOPUS IN THERE...

...BUT THAT'S STILL MY BODY!

RIGHT. YOU CAN'T HEAR ME WHEN I'M LIKE-- AH! NOT THE FACE!

FALL, CHURLISH SWAIN!

HIS SPIDER-SENSE IS MAKING THIS TOO HARD.

"NOT THE FACE?" WHO SAID THA--

THERE! HE'S DISTRACTED! NOW!

ON IT!

VZAM

YEAH. WE'RE DONE HERE.

SFLANG

PREP A BED IN THE SICKBAY...

YOU HEARD THE MAN. NIGHTY-NIGHT, OTTO.

IT'S TIME...

"...WE FINALLY GOT TO THE BOTTOM OF THIS!"

I HAVE A PRETTY GOOD IDEA WHO'S *REALLY* INSIDE THAT SUIT. AND I'M TELLING YOU...

...IT'S *NOT* SPIDER-MAN!

THE PROBLEM IS *PROVING* IT.

EMPIRICALLY. SCIENTIFICALLY. BEYOND A REASONABLE DOUBT.

HONESTLY, AT THIS STAGE, I'M NOT COMFORTABLE TELLING *ANYONE* MY THEORY...

Prospect Heights, Brooklyn.

THE APARTMENT OF OFFICER CARLIE COOPER.

...OR EVEN SAYING IT *OUT LOUD*. IT JUST SOUNDS SO...

...LUDICROUS.

BUT YOU *KNOW* ME. I DON'T GO INTO SITUATIONS LIKE THIS HALF-COCKED. I'M GONNA NEED *HELP* ON THIS ONE.

FROM ME? COOPER, IT'S BECAUSE OF *YOU* THAT I'M--

--ON A *"LEAVE OF ABSENCE."* WHY WOULD I HELP *YOU?*

ONE, BECAUSE I DIDN'T TURN YOU IN.

TWO, YOU'RE A GOOD PERSON. AND THREE...

WHAT IF I'M *RIGHT?*

OKAY. YOU WIN. LET'S DO THIS.

WHAT? WHERE AM--?

ENCEPHALOGRAPH.

AH. RIGHT.

SUBATOMIC ANALYZER.

I'M WITH THE AVENGERS.

AURAL CHROMASCOPE.

AND I AM COMPLETELY AND UTTERLY...

XENOMORPHIC DETECTOR.

...DEFEATED.

AGAIN.

WE HAVE THE RESULTS.

HERE IT COMES! OH, I CAN'T WAIT!

THIS IS WRONG! IT'S A COMPLETE VIOLATION OF MY--

QUIET! PROCEED, CAPTAIN.

ALL OUR TESTS *CONCLUSIVELY* PROVE, WITH NO MARGIN FOR ERROR, THAT *YOU*, SPIDER-MAN, ARE CLEARLY--

--NOT A SKRULL.

WHAT?! THAT'S IT?!

NOR ARE YOU BEING CONTROLLED BY A SPACE PHANTOM.

THE PUPPET MASTER, PURPLE MAN, OR THE CONTROLLER.

WELL, I COULD'VE TOLD YOU *THAT.*

AND THERE'S *ALL* THE PROOF YOU NEED...

...IN FRONT OF YOUR *VERY EYES.*

WAIT! MY BRAIN PATTERN. THERE'S A MINOR *ANOMALY.*

AND *I'M* THE ONLY ONE HERE *CLEVER* ENOUGH TO SEE IT!

SEE? NOTHING TO WORRY ABOUT. NOW IF YOU DON'T MIND...

...I'D LIKE TO EXAMINE SOME OF THIS DATA FIRSTHAND.

DOC? WHAT ARE YOU DOING?

UH-OH. GHOST-SPIDEY-SENSE TINGLING...

IT'S NOT OFTEN I GET TO SEE SUCH A *COMPREHENSIVE* LOOK AT MY PHYSIOGNOMY.

OF COURSE. I'LL PUT IT ALL ON A FLASH DRIVE.

LEAST WE CAN DO FOR WHAT WE PUT YOU THROUGH TODAY.

SPASIBO.

DON'T THANK US YET. THIS IS FAR FROM OVER. CONSIDER YOURSELF ON *PROBATION.*

WHAT DOES THAT MEAN EXACTLY?

WE'RE WATCHING YOU, SPIDER-MAN. STEP OUT OF LINE, AND YOU'RE *FIRED.*

NATASHA?

A MOMENT PLEASE.

I KNOW WHAT THIS IS ABOUT.

YOU DO?

NOT THAT LONG AGO, YOU AND I...

...AND *SILVER SABLE,* WE FOUGHT TO SAVE THE WORLD FROM DOCTOR OCTOPUS.

I... REMEMBER.

AFTER SABLE DIED ON YOUR WATCH...

...YOU CHANGED.

I READ HOW YOU *TRIED* TO KILL THE LIZARD.

AND NOW WITH *MASSACRE...*

...YOU'VE *CROSSED* THAT LINE.

YES. THAT WAS A...FIRST FOR ME.

I'VE BEEN THERE. AND IF YOU NEED SOMEONE TO TALK TO...

...I'M HERE FOR YOU.

WIDOW! DON'T OPEN UP TO *HIM!*

THAT'S *NOT ME!*

IF ONLY THERE WERE A WAY TO SHOW--WAIT!

YOU HAVE *RED* IN YOUR LEDGER NOW.

I KNOW HOW THAT FEELS.

EASY...

C'MON RIGHT HAND! JUST LIKE WE PRACTICED...

YOU THINK I FEEL *REGRET?* FOR KILLING A MAN LIKE *MASSACRE?*

IF THAT HAPPENS, I'LL THINK OF ALL THE *FUTURE* LIVES I'VE SAVED AND I'LL SLEEP EASY AT NIGHT.

IT NEVER WORKS THAT WAY. TRUST ME.

THE PAST HAS A WAY OF LETTING YOU KNOW *HOW* IT WANTS YOU TO BALANCE THE BOOKS. YOU'LL SEE.

I'M DOING IT!

STILL CAN'T USE THE LANGUAGE CENTER OF MY *OWN* BRAIN...

...BUT THIS SHOULD DO THE TRICK!

NOW WHATEVER HAPPENS, OTTO... JUST DON'T LOOK DOWN!

I...APPRECIATE YOUR OFFER, NATASHA. AND I WILL THINK ON IT.

GOOD. AND HERE ARE THE FILES YOU ASKED FOR.

AND AGAIN, THANK YOU.

HM. WHAT'S THIS?

BOZHE MOI!

FOR SOMEONE CALLED SPIDER-MAN...

...HE SURE DRAWS A LOUSY SPIDER.

I CAN'T BELIEVE *NONE* OF THEM WERE SMART ENOUGH TO NOTICE THAT *DEVIATION* IN MY BRAIN PATTERN!

IT'S JUST DUMB LUCK THAT *IRON MAN* IS BUSY GALLIVANTING THROUGH SPACE...

...AND *GIANT-MAN'S* OFF SOMEWHERE PLAYING WITH HIS TOYS.

THANK GOD THE ONLY AVENGERS ON CALL WERE A BUNCH OF BUTTON-PUSHING MONKEYS...

...WHO PROBABLY CAN'T EVEN PROGRAM A DVR!

AH! MY LAB AT *HORIZON*...

OUT OF MY WAY!

PETER? WHAT'S THE MATTER? CAN WE--?

NO TIME TO EXPLAIN. NOT TO THE LIKES OF YOU!

I HAVE TO STUDY THIS DATA *IMMEDIATELY.*

KLIK

AWW NO. ARE YOU *ON* TO ME, DOC?

THESE ARE *INCONCLUSIVE!* I *NEED* A BETTER SCAN OF MY *BRAIN*...

...AND I KNOW JUST WHERE TO GET ONE!

WHAT'S AMY'S STATUS? ARE WE READY FOR SURGERY, DR. VARGAS?

AS READY AS WE CAN BE.

WE'VE MAPPED AS MUCH OF THE TROUBLED AREA AS POSSIBLE, BUT WITHOUT ADDITIONAL--

ZRRRRRR

THE INTRUDER ALARM!

MY GOD.

DR. WIRTHAM? WHAT DO WE DO?

IT'S THE COPS! THEY'RE SHUTTING US DOWN.

WE'RE ALL GONNA LOSE OUR LICENSES--

LICENSES? AFTER THIS? WE'RE ALL GOING TO *JAIL*, YOU IDIOT!

SHUT UP! BOTH OF YOU! WHAT ABOUT THE PATIENTS?

ZRRRRRRZRRRRRRRZRRRRRR

EVERYONE, *REMAIN* CALM.

ALARM SYSTEM: *OFF!*

I'LL DEAL WITH THIS...

ZRRRRRRZRRRRRRRRRZRRRR--

...AS CARDIAC!

IT WAS ONLY A MATTER OF TIME BEFORE THIS HAPPENED.

HOW DID THE AUTHORITIES FIND US? ONE OF OUR PATIENTS? A FAMILY MEMBER? SOMEONE ON STAFF--

WHAT?

A SPIDER-TRACER! IT'S HIM--

SPIDER-MAN!

K-FLANG

CARDIAC! I'M OFFERING YOU THIS *ONE* CHANCE.

GIVE ME WHAT I'M AFTER, AND THIS ALL ENDS NOW.

LET ME GUESS. AND THAT WOULD BE...

THE NEUROLITIC SCANNER!

NOT ON YOUR LIFE!

VERY WELL THEN--

THE DIE IS CAST!

WHAT IN GOD'S NAME ARE YOU DOING?!

STOP IT THIS INSTANT!

HA! YOU DON'T GET IT, DO YOU? THIS IS THE REMATCH...

...AND SPIDER-MAN *ALWAYS* WINS THE REMATCH.

TRUST ME. I'M AN AUTHORITY ON THE SUBJECT.

YOU MANIAC! CAN'T YOU SEE WHERE WE ARE?!

THIS IS A *HOSPITAL!*

ZKOW

SAID THE MAN FIRING THE ENERGY STAFF.

GRAH!

DON'T GET ANGRY WITH ME, YOU BUMBLING LOUT!

I GAVE FAIR WARNING! THIS IS ALL ON YOUR...

...HEAD?

MY--THE NEUROLITIC SCANNER!

CARDIAC?

DON'T DO IT, OCK!

QUIET! I WILL DO--

--OR TAKE WHAT I WANT!

NO! PLEASE!

GONNA BE OKAY. IT'S A MAGIC HELMET.

GONNA BE OKAY...

YOU'RE INSANE!

YOU'RE REALLY GOING TO DO IT, AREN'T YOU?

SNATCH THAT OFF A LITTLE GIRL'S HEAD?! WON'T LET YOU--

NO! I'M IN THE *RIGHT!* RETRIEVING *STOLEN* PROPERTY!

THIS BELONGS TO *DR. OTTO OCTAVIUS!*

YES! AND I AM USING IT TO UNDO ONE OF *HIS* CRIMES!

SAVING A LIFE THAT OCTAVIUS *HIMSELF* PLACED IN JEOPARDY!

WHAT?! EXPLAIN!

LAST SUMMER, WHEN DOCTOR OCTOPUS TRIED TO BLACKMAIL THE WORLD...

HIS GLOBAL WARMING SCHEME. I... REMEMBER.

YEAH, YOU *BETTER* REMEMBER. YOU ALMOST *FRIED* HALF THE PLANET, YOU WACKO!

...HE GAVE US A TASTE OF WHAT LIFE WOULD BE LIKE WITH *NO* OZONE LAYER.

FOR OCTAVIUS THIS WAS A SHOW OF STRENGTH--A WAY TO INTIMIDATE ALL LIFE ON EARTH.

BUT HE NEVER SPARED A THOUGHT FOR WHAT THAT INTENSE HEAT WOULD DO...

...TO THOSE ALREADY SICK AND INFIRM.

AMY CHEN SURVIVED A CAR ACCIDENT THAT TOOK HER PARENTS... AND LEFT HER WITH SEVERE BRAIN DAMAGE.

BACK IN AMAZING SPIDER-MAN: ENDS OF THE EARTH

THAT HEAT...

...THAT *INTENSE* HEAT...

...IT WOULD CAUSE TERRIBLE COMPLICATIONS.

THAT POOR CHILD. THIS IS ALL MY--I--

I CAN MAKE THIS *RIGHT!*

I DON'T SEE HOW. ONLY OCTAVIUS--

DR. OTTO OCTAVIUS WAS A BRILLIANT MAN--AND MY *GREATEST* ENEMY.

I'VE DEDICATED MY *LIFE* TO STUDYING HIS TECHNOLOGY. I AM *VERY* FAMILIAR WITH THIS DEVICE.

YOU CAN WORK THE NEUROLITIC SCANNER?

LIKE A *VIRTUOSO!* YOU JUST WATCH!

I'LL MAP THIS CHILD'S MIND DOWN TO ITS LAST NEURON.

I WILL REPAIR ALL THE DAMAGE AND PERFORM THE SURGERY *MYSELF!*

CAN YOU, DOC?

CAN YOU *REALLY* DO THAT?

SPIDER-MAN? YOU KNOW HOW TO USE THE MAGIC HELMET?

SHH. MY DEAREST GIRL, I'M THE MAGICIAN WHO MADE IT.

I MUST BE OUT OF MY MIND. I DON'T KNOW WHO YOU ARE, YOUR CREDENTIALS...

...IF YOU'RE EVEN A DOCTOR OR JUST A MAN IN A MASK...

SAYS CARDIAC.

SPIDER-MAN? YOUR HAND. IT'S TREMBLING.

IT WILL PASS.

I KNOW YOU, DOC. YOU'RE ARROGANT. FULL OF YOURSELF.

I WON'T LET YOU DO THIS! I DON'T KNOW IF YOU *CAN!*

FOR THE SAKE OF THIS GIRL. I SAY--

IT!

WILL!

PASS!

SPIDER-MAN?

DOCTOR?

ARE YOU READY?

YES. IT'S TIME.

TIME TO START BALANCING MY BOOKS.

YOU WERE *BRILLIANT* BACK THERE. ALL THESE YEARS WE FOUGHT-- I NEVER KNEW.

UNDER THAT MASK WAS A MAN OF SUCH SKILL!

I WAS WRONG ABOUT YOU TOO. LOOK AT ALL OF THIS...

...A SECRET UNDERGROUND BASE, IMPRESSIVE EQUIPMENT, MINIONS.

WORKING OUTSIDE THE LAW, BUT DOING *GOOD*. I APPROVE. IN FACT...

...ANYTHING YOU OR THIS PLACE NEEDS OF ME, ALL YOU HAVE TO DO IS ASK.

THANK YOU. NOW ABOUT THE SCANNER.

YOU *NEED* IT FOR SOMETHING, DON'T YOU?

ONLY FOR A LITTLE WHILE. I PROMISE TO RETURN IT.

THEN IT'S YOURS, MY FRIEND. USE IT IN GOOD HEALTH.

AW, CRAP.

CARDIAC! WHY'D YOU HAVE TO GO AND DO THAT?

DOCTORS? OUR PATIENT'S UP. AND SHE'S ASKING FOR YOU.

BOTH OF YOU.

HOW ARE YOU FEELING, LITTLE ONE?

ALL RIGHT.

THEY SAY I'M GONNA BE ALL BETTER NOW.

WANTED TO THANK YOU, SPIDER-MAN. I DON'T HAVE MUCH, BUT...

MR. PINKY PENGUIN.

I WANT YOU TO HAVE 'IM.

CHILD, I COULDN'T...

IT'S OKAY, SPIDEY.

WE'VE ALREADY FOUND HER A REPLACEMENT.

I HAVE NEVER RECEIVED A TOKEN LIKE THIS.

NEVER HAD THIS KIND OF VICTORY.

BEING A HERO? THIS...SUITS ME.

I'VE FINALLY FOUND IT, HAVEN'T I? THE GREATNESS I WAS *BORN* FOR.

YEAH, DON'T GET USED TO IT, OTTO.

SO YOU PUT ONE IN THE WIN COLUMN. DOESN'T MEAN I'M GONNA STOP FIGHTING YOU!

I AM GOING TO FIND A WAY BACK!

NO, PETER. YOU WON'T.

WHAT? YOU CAN--YOU KNOW I'M HERE?

I DO *NOW.* I'VE FOUND YOU. YOU'RE THE ANOMALY.

ALL OF PETER'S MEMORIES I KEPT IN THIS HEAD, TAKING ON A LIFE OF THEIR OWN.

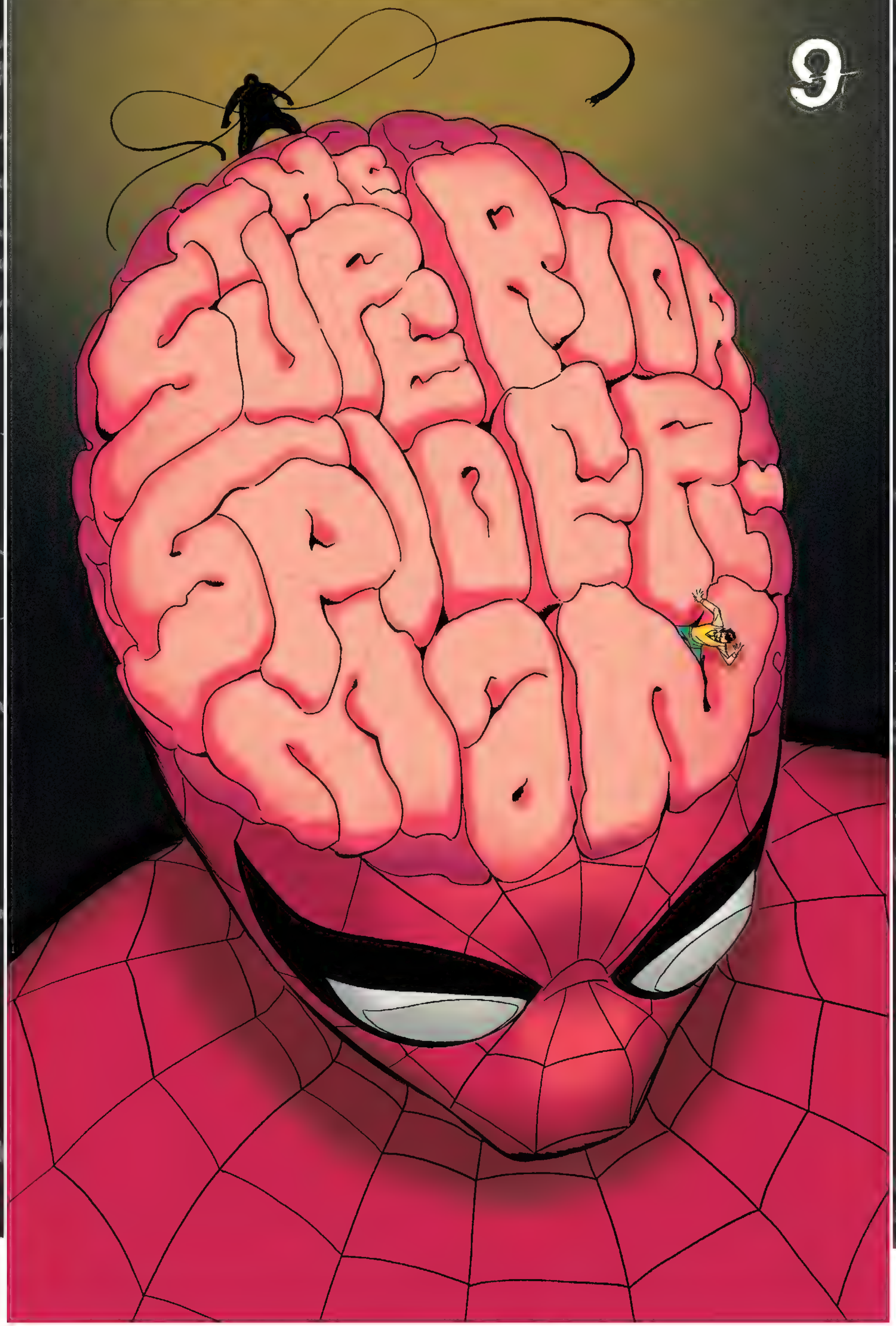
WHOA!

TIME TO PUT A STOP TO THAT.

ROBOT!

WHIRR CLICK-IK. YES, DOCTOR?

READY MY EQUIPMENT. I'M GOING TO PERFORM A *PARKER-ECTOMY!*



TROUBLED MIND PART THREE: GRAY MATTERS

HORIZON

THERE, ROBOT. DO YOU SEE IT? THAT'S HIM. PETER PARKER.

WHIRR CLICK. NEGATIVE.

NO ADDITIONAL LIFE SIGNS DETECTED.

I'M REFERRING TO HIS *BRAIN PATTERNS,* YOU DOLT.

THERE THEY ARE. HIDDEN *BELOW* MINE.

ORIGINALLY, I USED A GOLDEN OCTOBOT TO SUPERIMPOSE MY MIND OVER *HIS*...

...A PROCEDURE THE *LATE* MR. PARKER *ALSO* TRIED TO EMPLOY...

...IN AN ATTEMPT TO *REVERSE* THE PROCESS.

SEE? THERE'S A SET OF HIS MEMORIES...

...ALONG WITH EVERYTHING HE EXPERIENCED WHILE TRAPPED INSIDE *MY* DYING BODY.

BE A GOOD AUTOMATON AND *DELETE* THOSE, WOULD YOU?

WHIRR CLICK. AFFIRMATIVE, DOCTOR.

MEMORIES. IT SEEMS WE REALLY *ARE* THE SUM OF OUR EXPERIENCES.

I LEFT ALL OF PARKER'S INTACT SO I COULD ACCESS THEM--TO HELP ME PULL OFF THIS DOUBLE LIFE.

SOMEHOW THAT CREATED A *VERSION* OF HIM RUNNING AROUND INSIDE *THIS* HEAD.

AND THAT WON'T DO AT ALL, WILL IT? GUESS WE'LL HAVE TO DELETE THEM *AS WELL.*

NEUROLITIC SCANNER'S JACKED IN. WE'RE READY TO BEGIN *FULL MEMORY EXTRACTION.*

TIME TO SAY *FAREWELL*, ONCE AND FOR ALL, TO PETER PAR--

--KER!

ERKK--

THERE YOU ARE, PETER.

STILL IN THIS, EH? PUTTING UP A STRUGGLE?

WELL, WE'LL HAVE *NONE* OF THAT!

ROBOT, RESTRAIN THIS INSUBORDINATE APPENDAGE!

WHIRR CLICK. RIGHT ARM SECURED.

CAREFUL, YOU CANTANKEROUS CONTRAPTION. I'LL NEED THAT LATER...

...WHEN *BOTH* THIS BODY AND BRAIN...

...ARE UNDER MY COMPLETE CONTROL!

NEVER! I WON'T LET YOU, OCK!

THIS IS MY MIND! MY LIFE!

AND THERE IS NO WAY IN HELL I'M GIVING UP WITHOUT A--

COMMENCING MIND-WIPE!

YES! A COMPLETE PURGE OF ALL THINGS PERTAINING TO PETER BENJAMIN PARKER!

WHA?

WHAT IS THAT? I CAN FEEL...

ALL MY YEARS AT THE *BUGLE*...

LONGING GLANCES AT BETTY BRANT.

...CRUMBLING AWAY!

ADVICE FROM ROBBIE ROBERTSON.

ARGUING WITH JONAH OVER EVERY PAYCHECK...

NO...

NED LEEDS. JOY MERCADO. LANCE BANNON...

...BEN URICH. NORAH WINTERS. NICK--

NICK...? WHAT WAS HIS NAME? HE DIED. HAD CANCER.

WHY CAN'T I...?

...HOLD ON TO ANY OF IT?

NO!

YOU HEAR ME, OCTAVIUS?! THIS'S *MINE*!

YOU ARE *NOT* TAKING THIS AWAY FROM ME!

NONE OF IT!

SO THAT'S HOW IT'S GOING TO BE?

I GUESS THIS WILL REQUIRE A MORE *DIRECT* APPROACH.

VERY WELL.

SYNCHING UP BRAIN PATTERNS.

I'M GOING...

...IN.

AH. THE PARKER MEMORY FRAGMENT.

SHOULDN'T TAKE LONG TO DISPOSE OF YOU...

...AND THEN I CAN RETURN TO MY NEW--

--AND *WELL DESERVED* LIFE.

THINK AGAIN, OCK!

YOU MADE A *BIG* MISTAKE COMING HERE!

BECAUSE THIS IS *MY* WORLD.

MY RULES.

EH?

NPEO 42rsh

KREEK

KLAK

KLIK

KLEK

WHAT--WHAT IS THE MEANING OF THIS?

I'D TELL YOU, OTTO, BUT YOU'D *NEVER* UNDERSTAND.

IT'S OKAY, DEAR. EVERYTHING'S GOING TO BE ALL RIGHT.

WE'RE HERE FOR YOU, SON.

ALL OF US.

IS THIS A *JOKE*, PARKER?

A MOTLEY ASSORTMENT OF *CIVILIANS?*

HEY!

IS *THIS* YOUR ARMY?

THEY'RE BETTER THAN *ANY* ARMY.

GYAH! LET GO!

THEY'RE MY *FRIENDS.*

MY *FAMILY.*

MORE THAN *ANYTHING* ON EARTH--*THEY* GIVE ME STRENGTH.

IN *HERE*, THEY *ARE* MY WORLD. AND NEXT TO *THEM*...

DON'T SWEAT IT, TIGER. WE GOT 'IM!

C'MON, GANG! FOR PUNY PARKER! WE CAN DO THIS!

WHAT DO YOU MEAN "WE"! WHY JUST YOU WATCH...

...I'LL MANHANDLE THIS MULTI-ARMED MENACE ALL BY MYSELF!

GET OFF!

...YOU ARE NOTHING!

OH, PETER. DID YOU THINK I *WOULDN'T* BE PREPARED FOR THIS?

I'VE BEEN IN YOUR HEAD FOR MONTHS.

AND I HAVE *EVERYTHING* I NEED, RIGHT HERE...

...TO MOUNT THE *PERFECT* DEFENSE.

OH NO...

HAHAHAHAHA

TOOM

KLIK

...IT CAN'T BE!

HA HA HA HA HA

OH, THIS'S GONNA BE FUN, PARKER!

HSSSS!

YES! LET THE SHOW BEGIN!

BEHOLD, PETER. ALL YOUR FEARS AND ANXIETIES!

YOUR DOUBTS AND FAILURES! EVERY OUNCE OF DREAD AND PANIC!

ALL GIVEN FORM AND *BROUGHT TO LIFE!*

THAT'S RIGHT. SPARE THE BOY. KILL THE REST.

DESTROY EVERYTHING HE LOVES.

DON'T BE SO NAÏVE.

BANG

WE'RE IN YOUR *MIND*. THESE AREN'T *PEOPLE*.

THEY'RE YOUR *MEMORIES* OF THEM.

UNCLE BEN!

UHK--

CAPTAIN STACY!

CAPTAIN WHO?

CAPTAIN--

DOC! YOU CAN'T--

YOU *SWORE* TO ME! PROMISED YOU'D *PROTECT* THESE PEOPLE!

GEORGE? JOHN? JIM? GWEN'S DAD! WHY CAN'T I REMEMBER?!

HE WAS LIKE A *FATHER* TO ME!

NO! NOT HIM. THAT OTHER MAN. MY UNCLE. *HE* RAISED ME.

MY UNCLE B--

I *KNOW* I HAD AN *UNCLE!*

WHAT WAS HIS NAME?!

YOU MONSTER.

STOP THIS. PLEASE.

SORRY. BUT THIS *HAS* TO BE.

THE REMNANTS OF AN ***OLD*** LIFE MUST MAKE WAY FOR THE ***NEW.***

NOT TO WORRY. SOON THIS WILL ALL BE OVER. IT'LL ALL FADE AWAY.

AHH!

PETER PARKER: NO MORE.

THEN LUCKY FOR ME...

...I'M *MORE* THAN JUST PETER PARKER!

I'M ALSO...

SKRIPP

...THE AMAZING SPIDER-MAN!

ALL RIGHT, DOC! LET'S DO THIS!

YOU! ME! ONE LAST FIGHT!

WINNER TAKES ALL!

NO! NOT LIKE THIS!

THIS ISN'T FAIR!

KA-K

YOU HAD YOUR SHOT, OCTAVIUS!

YOU *RUINED* YOUR *OWN* LIFE! YOU STOLE MINE!

AND YOU TALK TO ME ABOUT WHAT'S *FAIR?!*

WHAT'S THE MATTER, OTTO?! THOUGHT YOU WANTED TO BE A *HERO* NOW?!

HEROES *DON'T RUN!*

I-I'M *NOT* RUNNING!

I'M BIDING MY TIME! PLANNING! SCHEMING!

TAKING THE HIGH GROUND!

THWIP

THE "*HIGH GROUND*"?

DON'T MAKE ME LAUGH!

THOK

POWER *AND* RESPONSIBILITY!

THAT MEANS *NOTHING* TO YOU, DOES IT?!

QUIET!

NUH-UH. YOU *NEED* TO HEAR THIS!

KRAK

THINK ABOUT IT, DOC. GOOD AND HARD.

THE SECOND YOU FOUND OUT I WAS *STILL* IN HERE--

--*WHAT* DID YOU TRY TO DO?!

WUMP

SAY IT!

D-DESTROY YOU. I--I MUST--

BINGO. AND WHAT WOULD HAVE BEEN THE *RIGHT* THING TO DO?!

THE *RESPONSIBLE* THING?!

THERE'S *STILL* TIME, OTTO. STAND DOWN.

I'M GIVING YOU THIS *ONE* CHANCE TO GO OUT A GOOD GUY. SHOW ME YOU'VE *LEARNED* SOMETHING.

WHAT WOULD A *HERO* DO?

G-GIVE YOU BACK YOUR LIFE? BUT I--

I SEE NOW. HAVE TO BE RESPONSIBLE.

DO THE *RIGHT* THING.

I--I MUST GIVE THIS WORLD WHAT IT *TRULY* NEEDS.

A *SUPERIOR* SPIDER-MAN!

AND THAT WOULD BE...

SHRIPP

ME!

COME, MY OLD FOE. I ACCEPT YOUR CHALLENGE!

HAVE AT IT!

MY GOD, DOC! ARE YOU FOR *REAL?!*

THIS IS HOW YOU SEE YOURSELF NOW? *AS* SPIDER-MAN?

YES! THE *BETTER* SPIDER-MAN! THE *WORTHIER* ONE!

WHO *DESERVES* IT MORE THAN *I?!*

OH, I DUNNO...

...MAYBE THE GUY WHO WAS *ACTUALLY* BITTEN BY THE *RADIOACTIVE SPIDER?!*

YOU REALLY ARE ONE CRAZY LI'L NUTJOB, AREN'T YOU, OTTO?!

CRAZY?! DO YOU HAVE ANY IDEA WHAT I'VE ACCOMPLISHED AS SPIDER-MAN?

CRIME IS DOWN IN THIS CITY BECAUSE OF ME!

THE MAYOR AND THE POLICE SUPPORT ME LIKE NEVER BEFORE!

WHAT ABOUT THE AVENGERS, OCK?!

BECAUSE OF YOU, THEY'RE READY TO KICK ME OFF THE TEAM!

NOBODY TRUSTS ME ANYMORE!

NOT EVEN THE MAN ON THE STREET!

AND WHY WOULD THEY? AFTER YOU BEAT THE HELL OUT OF ALL MY ENEMIES!

YOU EVEN KILLED ONE OF THEM! THAT'S SOMETHING I'D NEVER DO, OTTO! EVER!

OF COURSE NOT. 'CAUSE YOU'RE SO BUSY BEING A "FRIENDLY NEIGHBORHOOD" SPIDER-MAN.

THE FUNNY GUY.

TRYING SO HARD TO MAKE EVERYONE LOVE YOU! AND WHAT GOOD DID IT DO?!

YOU TOOK IT *EASY* ON AN OLD-TIMER LIKE THE *VULTURE*...

...AND HE *GOT AWAY!*

AND WHEN HE CAME BACK, HE WAS USING *YOUNG BOYS* AS HIS FOOT SOLDIERS! *CHILDREN!*

AND WHAT OF *MASSACRE?!* YOU LET HIM *LIVE* LAST TIME...

...AND WHEN HE *RETURNED*, HE KILLED OVER *THIRTY PEOPLE*...

...INCLUDING YOUR FRIEND, *DR. ASHLEY KAFKA!*

AHH!

AND THANKS TO *YOUR* TIMELY INTERFERENCE...

...I ALMOST FAILED TO OPERATE ON AN INFIRM YOUNG GIRL!

YOU TRIED TO GET IN *MY* WAY WHILE I WAS *SAVING HER LIFE! WHY, PETER?!*

I DIDN'T TRUST YOU TO--

DON'T LIE TO ME! I'M IN YOUR HEAD! *I KNOW! SAY IT!*

YOU WERE ABOUT TO GET THE SCANNER.

YOU'D FIND ME.

KNOW I WAS HERE. COULDN'T RISK...

POWER AND RESPONSIBILITY. REMEMBER?

IT WAS ONLY A MOMENT. I'D NEVER...

YOU DON'T *DESERVE* TO BE SPIDER-MAN. YOU UNDERSTAND THAT NOW.

YOU'RE NOT WORTHY. YOU'RE *NOTHING* TO ME. *LESS* THAN NOTHING.

COMMENCING MIND-WIPE!

NO! I'D NEVER...

I KNOW ME.

I'M SPIDER-MAN!

KNOW WHO I AM...

I'M PETER!

PETER P--

PARKER?

PALMER?

I- I DON'T KNOW--

MY *NAME!*

DON'T KNOW MY--

I'M--

I'M--

HE'S GONE.

AND I?

I...

AM...

FREE!

70

THE SUPERIOR SPIDER-MAN

INDEPENDENCE DAY

BZZZ

SO IT BEGINS.

THE DAWN OF A NEW AGE.

YAHH.

AND THE *FIRST* DAY OF *NO PETER PARKER* PRATTLING ABOUT IN THE BACK OF MY HEAD!

DOCTOR.

STATUS?

TARGETS 4 AND 6 ACQUIRED.

EXCELLENT.

FINALLY. I AM FREE TO BE THE MAN--

--OR RATHER THE *SPIDER-MAN* THAT I WANT TO BE.

WHITE DRAGON *AND* THE OWL. DECISIONS...

STATE THEIR LOCATIONS. WHICH IS CLOSER?

BOTH TARGETS ARE ON BAYARD STREET AND--

BOTH? EXPLAIN.

THEY HAVE ENGAGED EACH OTHER.

CLARIFY.

BEST DESCRIPTION OF CONFLICT: GANG WAR.

PARKER WAS EVER THE *REACTIVE FOOL.*

STUMBLING FROM ONE ADVENTURE TO THE NEXT. ALLOWING HIS ENEMIES TO MAKE THE FIRST MOVE.

SLURP.

I, ON THE OTHER HAND, WAIT ONLY WHEN IT *SERVES* ME.

LET THEM THIN OUT THEIR RANKS. ONCE THEY ARE SUITABLY WEAKENED--ONLY THEN SHALL I STRIKE!

JUST WATCH! WHERE PARKER DEALT WITH THE *SYMPTOMS*--

--I, OTTO OCTAVIUS, SHALL ELIMINATE THE *DISEASE!*

I WILL RID THIS CITY OF CRIME.

I WILL SAVE YOU ALL.

FROM THIS POINT ON, I WILL BE A *BETTER* HERO THAN YOU ALL *DESERVE!*

INDEPENDENCE DAY

YOU'VE OVERREACHED, OWLSLEY!

MOVING YOUR CHEAP NARCOTICS IN MY TERRITORY?! THIS GOES AGAINST ALL OF THE--

SILENCE! YOU HAVE NO CLAIM HERE!

THE REAL WHITE DRAGON PERISHED MONTHS AGO!

WHO ARE YOU? ONE OF KINGSLEY'S STAND-INS?!*

* THE ORIGINAL HOBGOBLIN'S BEEN SELLING UNUSED SUPER VILLAIN IDENTITIES TO THE HIGHEST BIDDERS. SEE ASM #697 -STEVE.

IMPOSTER!

COME DOWN HERE, OWL.

I'LL SHOW YOU SOMETHING REAL.

WAK

PATHETIC!

SQUABBLING OVER A FEW SQUARE BLOCKS ALL FOR THE RIGHTS--

--TO PEDDLE YOUR POISONS!

THE WEB-SLINGER!

I'LL HAVE NONE OF THAT!

KTAM

LET THIS SERVE AS A REMINDER...

SHK

...AND A WARNING...

SLSH

...FOR ANYONE STUPID ENOUGH...

SHRK

...TO BRING THEIR WARS...

FWISH

...TO MY STREETS!

FWOK

THAT'S IT?!

RUN! SCATTER! IT *WON'T* HELP YOU!

I'LL FIND EVERY LAST ONE OF--

SPIDER-MAN!

I WAS TALKING. HOW RUDE.

FACE ME! AND FEEL THE FIERY WRATH OF--

"FIERY WRATH"? DEAR LORD, DO I--WE--

WHO *TALKS* LIKE THAT?

GYAH--!

RUNH

I C-CAN BREATHE FIRE.

NO. YOUR SUIT CAN.

AND CONSIDERING I JUST--

=AHK=

--PARTIALLY CRUSHED YOUR TRACHEA...

AKK AHH

...I'D ADVISE AGAINST BURNING AWAY THE OXYGEN NEAR YOUR MOUTH.

NEXT TIME? DON'T INTERRUPT.

AND AS FOR YOU, OWLSLEY, I HAVEN'T FORGOTTEN ABOUT YOU...

...THOUGH APPARENTLY, YOU'VE FORGOTTEN ABOUT MY *SPIDER-SENSE.*

OH, MY... I--I SURRENDER!

HM.

NO.

THWIP

YOU DON'T GET AN EASY WAY OUT, LELAND.

OH, NO. YOU AND I--WE HAVE SCORES TO SETTLE, OLD FRIEND...

PTAMM

...ALL THOSE BATTLES BACK IN THE DAY.

THE OWL AND THE OCTOPUS!

YES, I'LL ENJOY MAKING AN EXAMPLE OUT OF YOU!

HOLY--CAN YOU HEAR THAT?

WHAT'S SPIDEY DOIN' TO HIM?!

DON'T LOOK BACK!

JUST KEEP MOVIN'!

HEY!

SKREEEEE

YOU RUNNING FROM *THE SPIDER*?!

IF YOU WANNA LIVE, YOU COME WITH US!

WHAT DO WE DO NOW?!

WE GOT MASKS ON, HE CAN'T KNOW WHAT WE--

YOU CRAZY? SPIDER-MAN'S GOT EYES EVERYWHERE. WE'RE SCREWED!

RRRRUP

YO! YOU'RE WITH THE WHITE DRAGON?

WHAT THE HELL--?!

YOU AIN'T GETTIN' AWAY FROM THE SPIDER *TOPSIDE.*

YOU NEED TO LAY LOW, AND I GOT JUST THE SPOT. *C'MON!*

TWO MORE. THE BUG'S BEEN BUSY. BETTER CALL IT IN.

AND GET SOME PARAMEDICS OVER HERE. LOOKIT THESE GUYS.

UNHHH

REMEMBER WHEN HE USED TO LEAVE THE LITTLE NOTES?

I MISS THOSE. WONDER WHY HE STOPPED DOING THAT...

DONE. WITH TIME TO SPARE.

IF I HURRY, I CAN JUST MAKE IT...

...TO MY MORNING CLASS.

EMPIRE STATE UNIVERSITY

PETER!

IT'S THAT WATSON WOMAN. WHAT IS SHE *DOING* HERE?

MAY SAID I COULD FIND YOU HERE. I WAS HOPING WE COULD--

LOOK, WE NEED TO TALK.

JUST WHAT I NEED.

THOUGHT I MADE IT CLEAR I WANT NOTHING MORE TO DO WITH HER.

SORRY, MJ. NOT A GOOD TIME. EARNING A DOCTORATE. VERY BUSY.

WHAT WOULD PARKER SAY?

THIS WAS MUCH EASIER BEFORE I PURGED ALL OF HIS MEMORIES.

RAIN CHECK?

TOODLE-OO.

TOODLE-*WHAT?*

DID HE--? HE BLEW ME OFF.

AFTER MONTHS OF NOT EVEN A SINGLE WORD. PETER? THIS ISN'T YOU. AT ALL.

POLICE D

I CALLED YOU IN BECAUSE OF AN INCIDENT THAT HAPPENED WHILE I WAS ON LEAVE.

I'VE READ THE REPORTS. AND IT DOESN'T ADD UP.

YOU WERE ONE OF THE OFFICERS AT THE SCENE. HELP ME UNDERSTAND THIS...

SPIDER-MAN SHOT AND *KILLED* A MAN?

CPT. WATANABE

THE MAN YOU'RE TALKING ABOUT, CAPTAIN, WAS "*MASSACRE*." A SUPER VILLAIN. A CRAZED GUNMAN.

IF ANYONE SAW SPIDEY WITH A GUN THAT DAY, IT WAS 'CAUSE HE *DISARMED* HIM.

HEY, A LOT OF US DREW ON THAT GUY. WHO'S TO SAY WEB-HEAD'S ROUND TOOK HIM OUT?

FOR ALL I KNOW, COULDA' BEEN ONE I FIRED.

I WAS LOOKING THE WRONG WAY, CAP. GUESS I GOT DISTRACTED...

...BY ALL THE WOMEN AND CHILDREN MASSACRE HAD GUNNED DOWN.

THEY'RE GONE. YOU CAN COME OUT, COOPER.

DON'T KNOW ABOUT YOU, BUT *I'VE* HEARD ENOUGH.

WHAT? FROM THE "*BLUE WALL OF SILENCE*." NO ONE'S SAYING WHAT *REALLY* HAPPENED.

AND THAT GOES FOR ALL THE EYEWITNESSES TOO. THEY'RE ALL *LYING* TO PROTECT HIM.

YOU SURE?

I PERFORMED THE AUTOPSY ON MASSACRE MYSELF.

HIS WRIST WAS SHATTERED. AT THE MOMENT OF DEATH, HE COULDN'T HOLD A GUN. HE WAS UNARMED.

AND THE GUNSHOT WOUND THAT KILLED HIM? POINT BLANK RANGE.

THE SPIDER-MAN *I* KNOW WOULD *NEVER* DO THAT. BUT THERE'S NO WAY TO PROVE IT THIS TIME...

...NOT WITHOUT TAKING A *LOT* OF GOOD OFFICERS DOWN IN THE PROCESS. I GUESS...

"...WE'LL HAVE TO FIND ANOTHER WAY TO GET THE GOODS ON HIM."

HA HA HA!

THERE IT IS, SPIDER.

THE CHINK IN YOUR ARMOR. THE DEVIL IN YOUR DETAILS. THE TROJAN IN YOUR HORSE.

WHAT'S SO FUNNY, BOSS?

THIS, CHILDREN. DO YOU SEE? A DESIGN FLAW.

RIGHT IN THE CENTER OF SPIDER-MAN'S MANY EYES.

SORRY, BOSS. BUT I DON'T SEE NUTHIN'.

I KNOW, DEAR BOY. AND NEITHER WILL HE.

HEE HEE HEE!

COME, MY LITTLE CHERUBS...

"...LET'S PUT THIS TO THE TEST!"

EXCUSE ME.

MR. PARKER!

WHAT? YOU'RE DONE? ALREADY?

YES.

WHAT'D YOU GET FOR NINE?

THE BEST LAUGH I'VE HAD ALL MORNING.

PETER, BACK TO YOUR SEAT.

THERE'S NO CONCEIVABLE WAY YOU'VE COMPLETED--

THIS CHARMING LITTLE DIVERSION? PLEASE. CHILD'S PLAY.

TODAY: MID-TERM EXAM

ALSO, THERE WAS A TYPO ON PAGE FOUR. FIXED IT FOR YOU.

...

DON'T BOTHER CHECKING. I ACED IT. LATER, DON.

TODA MID-TE EXA

THIS--THIS IS FAR FROM OVER, MR. PARKER...

...THERE IS *STILL* THE MATTER OF YOUR *THESIS!*

IT'S REVOLUTIONARY. AWE-INSPIRING. YOU'LL LOVE IT.

NOW IF YOU DON'T MIND.

PSST. HEY, SLICK.

ANNA!

EXIT

FREE FOR DINNER?

I HAVE PLANS. WITH MY AUNT.

DESSERT THEN?

ALL RIGHT. IT'S A DATE.

NO TALKING!

Chelsea.
MJ'S NIGHTCLUB

CAN'T SHAKE THIS FEELING...

PETER'S BEEN ACTING SO ODDLY LATELY...

...BUT THERE'S ALWAYS BEEN *SOMETHING* THERE. A HINT--A SPARK--OF THE GUY I *USED* TO KNOW.

BUT TODAY? NOTHING. JUST A-- SENSE OF DREAD. I WONDER...

...IF THIS IS HOW PETER FEELS WHEN HIS SPIDER-SENSE GOES OFF.

CAN'T BELIEVE THE NEW BOSS SENT US HERE.

WE TOLD HIM THE SPIDER KEEPS AN EYE ON THIS PLACE.

HM. MAYBE THAT'S *WHY.*

LOOK. NUTHIN'.

HE DID IT! HE HACKED THE SPIDER'S NETWORK.

WE'RE NOT SHOWIN' UP ON HIS "*WEB.*"

Y'KNOW WHAT *THAT* MEANS? TIME TO MAKE SOME *MISCHIEF!*

I CAN'T BE THE *ONLY* ONE WHO'S NOTICED IT.

I SHOULD TALK TO SOMEONE. CARLIE? MAYBE AUNT MAY...

WEIRD. THE PHONE'S DEAD...

...HOPE EVERYTHING'S ALL RIGHT.

MY NEPHEW, THE DOCTOR. I'LL *NEVER* GET TIRED OF SAYING THAT.

I STILL HAVE TO PRESENT MY THESIS, AUNT MAY. BUT, YES, IT'S PRETTY MUCH A LOCK.

"DR. PARKER." YOU SHOULD HAVE CARDS MADE.

WELL, YOU'VE CERTAINLY APPLIED YOURSELF, PETER.

IN NO SMALL PART DUE TO *ME*. DON'T FORGET...

...I'M THE ONE WHO TAUGHT THE BOY THE VALUE OF HARD WORK!

DINNERS WITH MY NEWFOUND FAMILY. NEVER HAD THIS MUCH SUPPORT IN MY LIFE.

YOU HAD IT *ALL*, PARKER. BUT YOU COULDN'T APPRECIATE IT, COULD YOU? I WON'T MAKE *THAT* MISTAKE.

EVERYTHING'S SO LOVELY TONIGHT. AND I DON'T WANT TO RUIN IT...

...BUT I HAVE A REQUEST TO MAKE.

PLEASE. YOU DEAR SWEET LADY. HOW COULD I DENY YOU ANYTHING?

I SAW THAT VIDEO. ON THE YOUTUBES. OF SPIDER-MAN ATTACKING THAT GIRL, CUE BALL.

"SCREWBALL."

YES. AND SOMETHING'S GONE WRONG WITH THAT YOUNG MAN. WHAT HE DID TO HER--IT WAS HORRIBLE. SICKENING.

I KNOW YOU BUILD GADGETS FOR HIM. BUT I'D RATHER YOU DIDN'T.

YOU SHOULDN'T BE ASSOCIATING WITH THAT KIND OF PERSON. PROMISE ME YOU'LL STAY CLEAR OF HIM.

I SWEAR. YOU'LL NEVER SEE THE TWO OF US TOGETHER AGAIN.

WHAT'S THE *MATTER* WITH ALL OF YOU?! YOU'RE TALKING ABOUT SPIDEY AS IF HE'S THE SCUM OF THE EARTH...

...WHEN HE'S ONE OF NEW YORK'S *GREATEST TREASURES!*

SON, YOU CAN'T BE SERIOUS. LOOK AT WHAT HE DID TO BOOMERANG--

WHO WAS GOING TO BLACKMAIL THE CITY WITH A WEATHER MACHINE!

...OR THE VULTURE!

WINGED MENACE! TERRORIZING THE SKIES!

UM...

I SHOULD BE GOING.

OH. I'M SURE IT WOULD HAVE BEEN PERFECT...

BUT WHAT ABOUT DESSERT?

HE'S PRACTICALLY A SOCIOPATH NOW--

...BUT I'M MEETING UP WITH A GIRL FROM SCHOOL. SHE'S... UM...

POPPYCOCK!

...I THINK SHE'S VERY SPECIAL, AUNT MAY.

HIS TAKE NO PRISONERS ATTITUDE IS JUST WHAT WE NEED--

IN A FASCIST POLICE STATE!

A GIRL? WHY DIDN'T YOU SAY SO? GO! SHOO! DON'T KEEP HER WAITING.

YES, MA'AM.

A DOCTOR. A GOOD JOB. *AND* A GIRL. FINALLY.

--ACTING LIKE JUDGE, JURY, AND EXECUTIONER!

ON CAREER CRIMINALS, YOU BLEEDING HEART HIPPY!

EVERYTHING'S PERFECT.

DEAD.
NOT JUST THE LANDLINE. IT'S MY CELL TOO.
YEAH. I'M NOT GETTING A SIGNAL.
ME TOO. ONE SEC...
...LET ME TRY OUT ON THE TERRACE.
I SWEAR, IF I HAVE TO GO A NIGHT WITHOUT TEXTING, YOU MAY AS WELL...
TOOOO
...KILL ME.
HEY! WAS THAT A JACK O'--
KCHOOW
OH, GOD...
EVERYONE STAY CALM. HEAD FOR THE STAIRS...
DOORS WONT OPEN!
THEY'RE BLOCKED!
HELP! SOMEBODY!
KEEP CALM! OKAY?!
PETER...
...TELL ME YOU SAW THAT!

WHAT AM I LOOKING AT?

A CARBONATED SORBET.

WITH DRY ICE?

I'M A SCIENCE CHEF. FROZEN CARBON DIOXIDE IS JUST PART OF THE PROCESS. WE DON'T EAT IT, SILLY.

RIGHT. BECAUSE THAT WOULD BE--

--DANGEROUS.

FUMP

ANNA MARIA!

PSSS

NO!

AHH!

BLAST IT!

PETER, ARE YOU OKAY?!

IT WAS JUST THE SHOCK.

TRUST ME, MS. MARCONI. I'VE BEEN THROUGH WORSE.

DON'T MOVE.

FIRST WE NEED SOME TEPID WATER.

THEN, IF YOU COULD GIVE ME A BOOST TO THE COUNTER...

HERE. SOME OINTMENT. AND THEN WE'LL WRAP IT IN--

ANNA, I'M A SCIENTIST. I KNOW HOW TO TREAT A DRY ICE BURN.

I KNOW--I JUST...I CAN'T STOP TALKING. MY HEART WON'T STOP--

I'M SORRY. OH. LOOK AT THIS MESS.

IT'S OKAY.

YOU--

YOU SAVED ME.

I KNOW.

I PROMISED YOU DESSERT.

THIS AGAIN?

BZZT BZZT BZZZZZTT

IT'S--MY PHONE--

I HELP SPIDER-MAN. YOU KNOW THAT, RIGHT? WITH HIS TECH. HE NEEDS ME. PEOPLE COULD BE IN DANGER--

THEN YOU *HAVE* TO GO, SLICK. I'LL...

I'LL BE HERE WHEN YOU GET BACK.

IF YOU STILL WANT TO.

NOBODY'S COMING! DOORS ARE BOLTED SHUT!

THIS ISN'T AN ACCIDENT! SOMEONE WANTS US TO *DIE* IN HERE!

IT WAS ONE OF THOSE VULTURE KIDS! I SWEAR I SAW HIM.

OH THIS CLUB IS *CURSED! MJ?!* WHY AREN'T YOU DOING ANYTHING?!

EXIT

WE'RE GOING TO BE FINE.

PETER'S WATCHING OUT FOR ME. I KNOW IT. NO MATTER WHAT'S GOING ON BETWEEN US...

...OR HOW MUCH HE'S CHANGED, HE'LL ALWAYS BE SPIDER-MAN...

...AND HE'LL ALWAYS KEEP ME SAFE.

I HAVE TO BELIEVE IN THAT. I NEED TO HAVE FAITH.

STAND CLEAR!

KAM

EVERYONE STAY CLOSE.

WE'RE GETTING YOU OUT OF HERE!

EASY, MA'AM. I HAVE YOU.

PETER?...

KNEW YOU WOULD....

MA'AM?

PETER?

YES?

AH! YOU'RE...

THE VERY BIG FIREMAN.

WELL, I GO BY "PEDRO."

BUT HOW'D YOU KNOW THAT?

OH...

LUCKY GUESS.

"GOOD WORK, SPIDER-MAN..."

...WAY TO SHOW US UP, WEB-HEAD. WITH TOMBSTONE, HERE...

...YOU GOT THE HEADS OF *THREE* CRIME FAMILIES IN UNDER TWENTY-FOUR HOURS. HOW THE HELL'D YOU DO *THAT?*

WELL, SERGEANT, LITERALLY...

...IT WAS ALL IN A DAY'S WORK.

HE TRYIN' TO BE FUNNY?

YEAH. JUST GO WITH IT.

BUT IT'S NOT EVEN A--I'M ONLY SAYIN' HE USED TO BE A *LOT* FUNNIER. THAT'S ALL.

SOME OF TOMBSTONE'S GUYS GOT AWAY THOUGH.

NOT TO WORRY. I'LL FIND THEM. BUT FIRST, THERE WAS A SCHEDULE *CONFLICT.*

A FIRE ACROSS TOWN. I REROUTED THE ALERT TO THE FIRE DEPARTMENT.

A NIGHTCLUB IN CHELSEA? YEAH. THAT GOT DEALT WITH. EVERYONE'S GOOD.

EXCELLENT.

AND THAT'S HOW IT SHOULD BE.

WHEN EVERYONE DOES THEIR JOB--AND LIVES UP TO THEIR FULL RESPONSIBILITY, LOOK AT WHAT WE CAN ACHIEVE.

HMM. IF PARKER WERE HERE, HE'D FAIL TO GRASP THAT.

I HAVE TO STAY FOCUSED ON THE *BIG PICTURE...*

...EVERYTHING ELSE IS BENEATH ME.

AIN'T NO POINT IN TAKIN' US TO SEE YOUR BOSS.

WE WORK FOR MR. LINCOLN. TOMBSTONE! AND NOBODY ELSE.

FINE. HEAD BACK UP. TAKE YOUR CHANCES WITH THE SPIDER.

YOUR CHOICE.

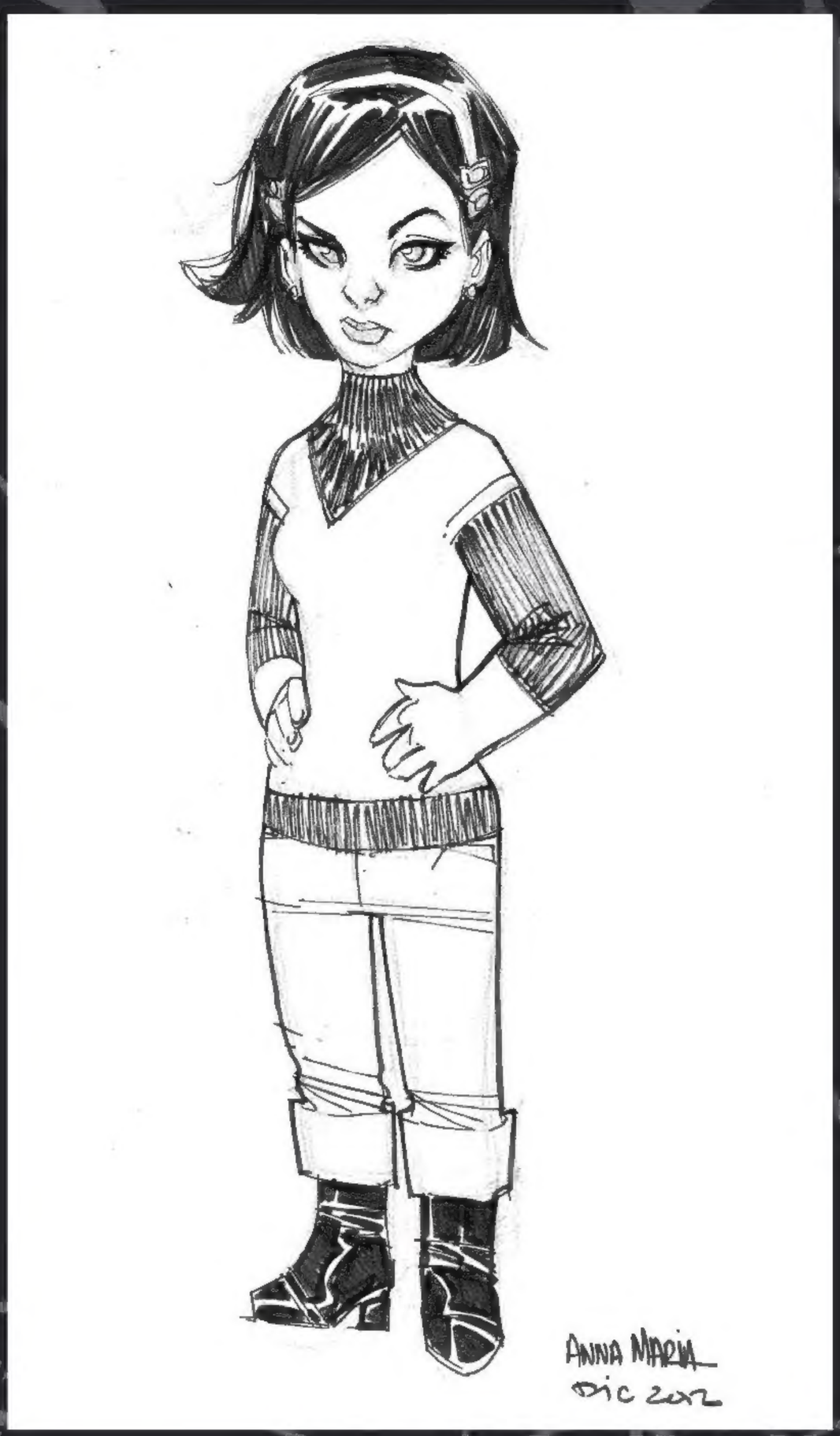
ALL RIGHT. YOU GOT A DEAL. YOU GIVE US PROTECTION FROM THE WEB-SLINGER, WE'LL JOIN YOUR LITTLE GANG.

OH. SIR, YOU WOUND ME. WE ARE *NOT* A GANG. WE ARE SO MUCH *MORE.*

WE'RE A FAMILY. AN *EMPIRE!* A *PANTHEON!* AND I?

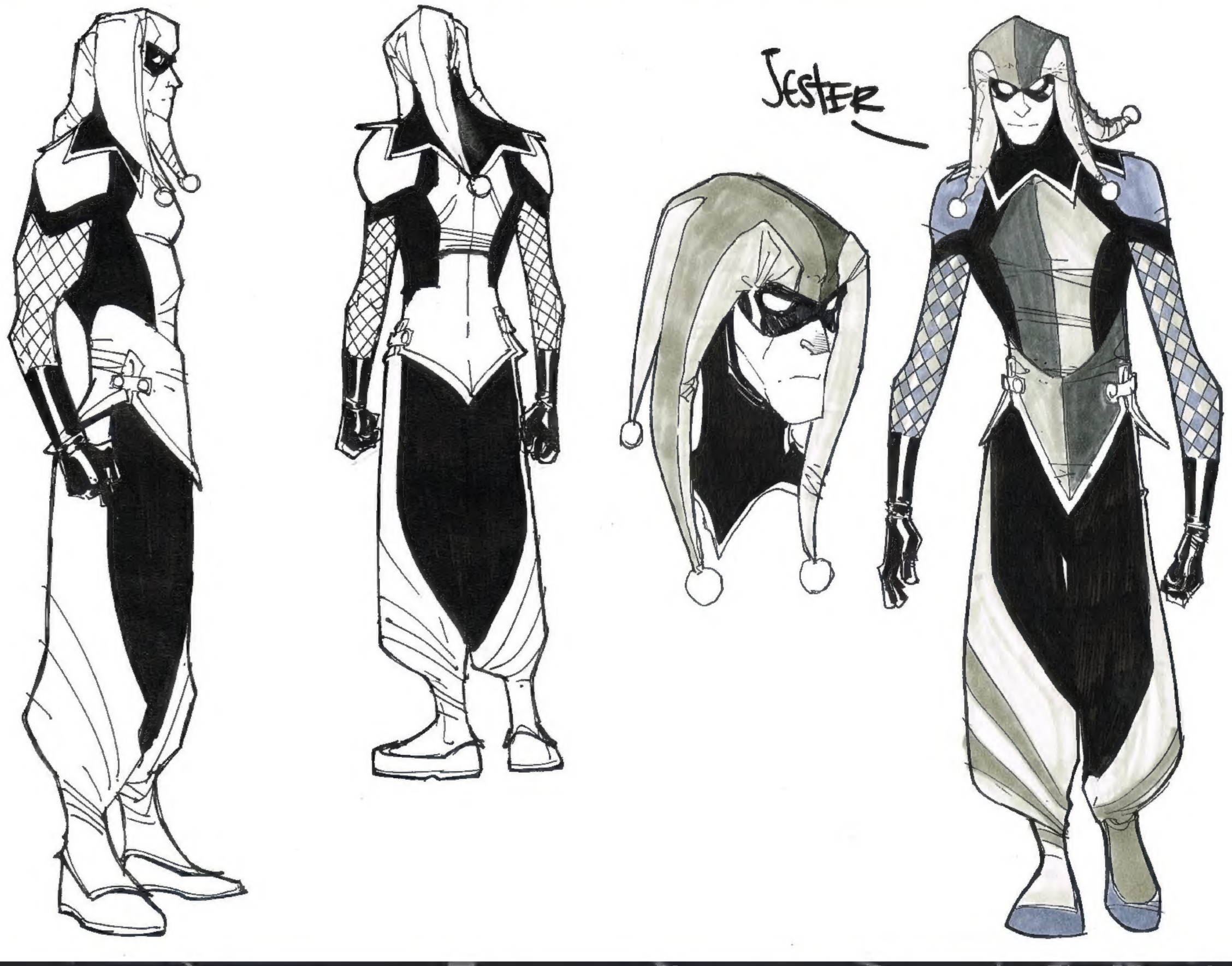
I AM YOUR *DADDY*, YOUR *GOD*...

I AM THE GOBLIN KING!



SHORT HAIR. CUZ SHE HAS NO TIME TO THINK OF BEAUTY BETWEEN CLASSES—
SHE'S A COLLEGE GIRL SO, SHE DRESSES SPORT/ CASUAL
COULD MAYBE A BIT HIPPIE
ANNA MARIA
DIC 2012

CHARACTER SKETCHES
BY HUMBERTO RAMOS



CHARACTER SKETCHES
BY HUMBERTO RAMOS

"A great read that is also a visual treat for your eyes." — ComicVine.com

AN AVENGER NO MORE?

In light of his recent violent actions, will the Avengers kick Spidey off the team? With a villain acting like a hero and a hero acting like a villain, one man has decided enough is enough! The ghostly revenant of Peter Parker fights to regain control of his body, his mind and his destiny! Is this the beginning of the end for Otto Octavius? The time has come to see who will live, who will die — and who will emerge as the one, true Superior Spider-Man! But when the Green Goblin returns, why is Spidey nowhere to be found? Plus: Jester! Screwball! Cardiac! And a new development for a Spider-Man who hasn't been seen for some time. And by "time," we mean centuries!

Collecting *Superior Spider-Man #6-10* — by Dan Slott, Humberto Ramos, Ryan Stegman, Victor Olazaba, Cam Smith and Edgar Delgado.

T+

MARVEL

ZONE